

Info Edge (India) Limited
Policy on Determination of Materiality of Events/Information

As originally approved by the Board of Directors in their meeting held on January 28, 2016
Reviewed on June 22, 2020, August 11, 2023 and December 11, 2024

1. TITLE & OBJECTIVE:

- a) This policy is titled as **“Policy on Determination of Materiality of Events/Information”**.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), the Board of Directors (**“Board”**) has adopted this Policy on Determination of Materiality for Disclosures of Events or Information (**“Policy”**).

- b) The Objective of the Policy: This Policy seeks to determine inter alia what constitutes material events/ information, who is responsible to identify, determine and promptly intimate the material events and information to the stock exchanges.

2. DEFINITION

In this Policy, unless the context otherwise requires:

“Authorised KMPs” shall mean one or more Key Managerial Personnel as defined under sub-section (51) of Section 2 of the Act as may be authorized by the Board of directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s).

“Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or **“Board”** shall mean the Board of Directors of Info Edge (India) Ltd., as constituted from time to time.

“Company” shall mean Info Edge (India) Ltd.

“Material Event” or **“Material Information”** shall mean such event or information as set in the Schedule or as may be determined in terms of Clause 5 of the Policy. In this Policy, the words, “material” and “materiality” shall be construed accordingly;

“Mainstream Media” shall mean media as defined in SEBI LODR Regulations and as identified by the Industry Standard Note on verification of market rumours issued by the stock exchanges / SEBI from time to time. It shall include English business/ financial news sources from foreign jurisdictions where the Company has material business operations, if any.

“Material Business Operations” shall mean business operations in foreign jurisdictions, whose turnover exceeds 10% of the consolidated turnover/ profits of the Company as per latest audited financial statements.

“Material Price Movement”, shall be calculated as per the framework issued by the stock exchanges / SEBI from time to time.

“Officer” includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.

“Relevant Employee(s)” may include employee(s)/ heads of various departments/ divisions and functions, KMPs, Senior Management Personnels (SMPs), of the Company and its subsidiaries, as identified and recognised by the Company from time to time based on the criteria laid by the Authorised KMPs.

“Schedule” shall mean Schedule III of the Regulations.

“Subsidiary” means a subsidiary as defined in sub-section 87 of Section 2 of the Act.

All other words and expressions used but not defined in this Policy, but defined in the SEBI LODR Regulations, SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. SCOPE AND OBJECTIVE

The Policy has been framed, inter alia, to assist in determination of materiality and timely dissemination of material events/information to the stock exchanges (and thus, public) as specified in SEBI LODR Regulations. Accordingly, the scope of the Policy is as follows:

- a. To enlist events/ information that are considered material pursuant to regulation 30 read with Schedule III of the SEBI LODR Regulations;
- b. To lay down the guidelines/ criteria for determining materiality of such event/ information which are deemed to be material by the Authorised KMP;
- c. To specify timelines within which the Company shall disclose material events/ information to the stock exchanges;

4. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS AND DISCLOSURE OF SUCH EVENTS TO STOCK EXCHANGE

The Board authorizes all the KMPs to determine the materiality of any event/ information (including those potential material event/ information as reported by the Relevant Employees) and classify it as material information on the basis of the criteria as given in this policy and to accordingly disseminate and disclose the information that is relevant both for the regulator(s) and the investors/ other stakeholders. The Authorised KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they deem fit.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- I. Certain events/ information is *per se* Material as defined in the SEBI LODR Regulations and Company shall make disclosure of such events as specified in Para A of Part A of Schedule, without any application of materiality. The same have been enclosed as **Annexure – A** for reference.
- II. Furthermore, the Company shall make disclosure of events specified in Para B of Part A of Schedule, subject to the application of the guidelines for determining materiality of an event/information. The same have been enclosed as **Annexure – B** for reference.

The following criteria will be applicable for determining materiality of event or information:

Qualitative Criteria: would mean:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already made available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;

Quantitative Criteria:

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

1. 2% of turnover, as per the last audited consolidated financial statements of the Company; or
2. 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
3. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;

Note: The average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

Where the financial statements are not audited at the time of determining materiality of an event, the Company may consider taking into account the latest audited financial statements for the said purpose.

The Authorised KMPs shall determine as to whether an event/ information is material or not and also, at the time of its occurrence, in terms of value as specified above.

Materiality will be determined on a case to case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, both the 'quantitative' and 'qualitative' factors shall be considered.

In case where the Quantitative and Qualitative criteria specified above is not applicable, an event or information may be treated as being material if in the opinion of the Board, the event or information is considered material.

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact in the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

The Company shall disclose all events or information with respect to Subsidiaries which are material for the Company and require disclosure under the applicable laws.

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

Without prejudice to any of the above, the Company may make disclosures of event/information as specified by SEBI from time to time.

6. TIMELINES FOR DISCLOSURE OF EVENTS OR INFORMATION

The Company shall disclose to the stock exchange(s), on which the securities of the Company are listed, all events or information which are material in terms of the provisions of the applicable provisions of the Regulations as soon as reasonably possible and in any case not later than the following:

- i. For all material events/information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
- ii. For all material events/information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
- iii. For all material events/information relating to the Company but emanating from outside the Company within 24 (twenty-four) hours from the occurrence of the event or information.

Disclosures with respect to events for which timelines have been specified in Schedule III to the Regulations shall be made within such timelines.

In case of information not emanating from within the Company, the timeline as specified above shall apply from the time the Officer became aware or may be reasonably expected to become aware about such event or information.

The Company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/closed, with relevant explanations. The Company shall also provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any event/information.

In case the disclosure is made after the timelines specified under the Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

7. GUIDELINES FOR RUMOUR VERIFICATION

With effect from December 01, 2024 the Company would be required to confirm, deny, or clarify any rumour pertaining to a specific event or information reported in the mainstream media, which is not general in nature and which indicates that rumour of an impending specific event or information is circulating amongst the investing public coinciding with Material Price Movement in the Company's shares, as prescribed under the SEBI LODR regulations and as per the Industry Standards Note on verification of market rumours, as soon as reasonably possible but in any case no later than twenty four (24) hours from the trigger of material price movement.

8. IDENTIFICATION OF MATERIAL BUSINESS OPERATIONS & MAINSTREAM MEDIA IN THE FOREIGN JURISDICTIONS

The Key Managerial Personnel (KMPs) of the Company are authorized to identify any foreign jurisdictions where the Company has material business operations. The Company shall track English business and financial news sources from these jurisdictions for the purpose of complying with SEBI LODR regulations in respect rumours published in international media.

In addition, the news sources notified under the relevant regulations and guidelines shall be monitored for compliance with SEBI LODR regulations as applicable.

9. WEBSITE DISCLOSURE

a. This Policy shall be disclosed on the website of the Company. The Company shall also disclose on its website all such events or information which has been disclosed to the Stock Exchanges pursuant to regulation 30 read with Schedule III of the SEBI LODR Regulations and such disclosures shall be hosted on the website of the Company as per the archival policy of the Company.

b. The Company shall also disclose on its website the name and contact details of the Authorised KMPs.

10. AMENDMENTS

The Board may subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

In case any provision of this Policy is contrary to or inconsistent with the provisions of the Regulations and/or any other applicable law for time being in force, the latter shall prevail. Any subsequent amendment/modification in the Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE A

Events or information that are to be disclosed without application of Materiality Guidelines listed in the Policy

S.No	Events	Timeline for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours *
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	Timeline as specified in sub-para 4 of Para A of Schedule III.
5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p>	<p>Within 12 hours * (for agreements where listed entity is a party);</p> <p>Within 24 hours (for agreements where listed entity is not a party).</p>
6.	<p>Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.</p>	<p>Within 24 hours</p>
7.	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.</p>	<p>Within 12 hours * (except in case resignation);</p> <p>Within 24 hours (in case of resignation)</p>
7A.	<p>In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.</p>	<p>Timeline as specified in sub-para 7A of Para A of Schedule III.</p>
7B.	<p>Resignation of independent director including reasons for resignation.</p>	<p>Timeline as specified in sub-para 7B of Para A of Schedule III.</p>
7C.	<p>Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.</p>	<p>Timeline as specified in sub-para 7C of Para A of Schedule III.</p>
7D.	<p>In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).</p>	<p>Within 12 hours *</p>
8.	<p>Appointment or discontinuation of share transfer agent.</p>	<p>Within 12 hours *</p>

9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
12.	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours

20.	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <ul style="list-style-type: none"> (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; 	Within 24 hours
21.	<p>Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.</p>	Within 12 hours *

Events or Information that are to be disclosed based on Materiality Guidelines/ criteria listed in this Policy

S.No.	Events	Timelines for disclosure
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *
2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *

* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.