

# *Eicher Motors Limited*

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## **Policy for determining materiality of Events and Information**

## **Introduction**

In order to enable investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis is essential. In this regard, the Securities and Exchange Board of India (“SEBI”) has formulated the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Regulations”). These regulations came into force with effect from December 1, 2015 and the same have been made applicable to all companies whose securities are listed on Indian stock exchanges.

Pursuant to regulation 30(4)(ii) of the Regulations, Eicher Motors Limited (“the Company”) is required to formulate a Policy for determining materiality of events and information (“the Policy”) for disclosure to the exchanges under the regulations.

## **Objective**

The objective of this Policy is:

- (a) to ensure disclosure of any event or information which, pursuant to the regulations or this policy is material,
- (b) to determine whether an event or information is material or not, and
- (c) to ensure timely, accurate, uniform and transparent disclosure.

## **Effective Date**

This Policy was approved by the Board of Directors of the Company and is effective from February 5, 2016.

## **Information required to be disclosed**

Following three categories of events/ information are required to be disclosed to the stock exchanges:

- (a) Events/ Information which are specified under Para-A of Part-A of Schedule III of the Regulations which are deemed to be material events, without applying the principle of materiality.
- (b) Events/ Information which are specified under Para-B of Part-A of Schedule III, if such events or information are considered material by the committee of KMPs, after applying the principle of materiality as set out below.
- (c) Such events/ information which are considered material by the committee of KMPs, after applying the principle of materiality as set out below.

*Committee of KMPs shall mean committee consisting of the Managing Director, Whole-time Director, the Chief Financial Officer and the Compliance Officer.*

## **Principle of Materiality**

Subject to the provisions of the Regulations, materiality of any event/ information will be decided on a case to case basis. Following “Qualitative” criteria and/or “Quantitative” criteria shall be applied to determine whether an event/ information is material or not.

### Qualitative Criteria

The event or information shall be considered material if:

- (a) the omission of an event or information is likely to result in discontinuity or alteration of event or information disclosed earlier under the regulations and available in public; 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; or
- (c) in the opinion of the committee of KMPs of the Board, the event or information is material.

### Quantitative Criteria

The event or information shall be considered material if the impact or the expected impact in terms of the value exceeds the lower of the following:

- (a) 2% of turnover of the Company, or
- (b) 2% of net worth of the Company, or
- (c) 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.

Financial figures as above shall be as per the last audited consolidated financial statement of the Company.

## **Responsibility of disclosure**

The Board of Directors of the Company has authorized the Committee of KMPs to determine the materiality of an event or information. Based on the decision of the Committee, KMPs are authorized severally for making disclosure to the stock exchanges pursuant to Regulation 30 of the Regulations.

Senior Management of the Company shall be apprised about this Policy so that relevant events can be reported by them to the Committee of KMPs for evaluation and making disclosures, if required.

## Disclosure relating to subsidiaries

The Company shall also disclose to the stock exchanges, events and information relating to the subsidiaries which are material for the Company by applying the criteria stated above.

## Disclosure relating to mainstream media (effective from 1<sup>st</sup> October 2023)

The Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumors of an impending specific material event or information in terms of the provisions of this regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information.

“mainstream media” shall include print or electronic mode of media as defined in the SEBI (LODR) Regulations, 2015.

## Time of disclosure

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

- (i) **thirty minutes** from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) **twelve hours** from the occurrence of the event or information, in case the event or information is emanating from the Company;
- (iii) **twenty four hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Company

However, below information shall be submitted with the exchanges within 30 minutes from the conclusion of the board meeting held to consider and decide:

- (a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- (b) any cancellation of dividend with reasons thereof;
- (c) the decision on buyback of securities;
- (d) the decision with respect to fund raising proposed to be undertaken;
- (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
- (f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- (g) short particulars of any other alterations of capital, including calls;
- (h) financial results;
- (i) decision on voluntary delisting by the listed entity from stock exchange(s);

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

In case of delay in making any disclosure, an explanation for such delay shall be submitted along with the disclosure to the exchanges.

### **Website update**

All disclosure made to the stock exchanges under this policy shall be posted on the website of the Company. Copy of this policy shall also be posted on the website of the Company.

### **Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The committee of KMP's shall ensure that the Company comply with all the disclosure requirements as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### **Policy review and changes**

The Committee of KMPs may review this policy from time to time and may make such changes as may be required. Any change in the policy shall be ratified by the Board of Directors in its next meeting.

### **Contact details of KMPs**

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