

POLICY FOR DETERMINATION & DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

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OBJECTIVE OF THIS POLICY

The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges, where the securities of IndiaMART InterMESH Ltd. (the 'Company') are listed, within the time limit as prescribed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment thereof from time to time, thereby ensuring a timely and balanced disclosure of all material events concerning the Company.

KEY PRINCIPLES IN DETERMINING MATERIALITY

The Listing Regulations have not only provided for the manner in which details of events/information relating to the affairs of a Company is required to be disclosed to the Stock Exchanges, but also the nature thereof and the time within which it must be disclosed, detailed of which are as under:

- i. In case the event or information is not emanating from within the Company, the same shall be mandatorily disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event or information.

Provided that event or information listed in **Para A of Part A of Schedule III** of the Listing Regulations, shall be mandatorily disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, i.e. without applying any test of materiality.

Provided that in case the disclosure is made after 24 hours of occurrence of the event/information, the Company shall, along with such disclosures, provide explanation for delay.

- ii. In case the event or information is emanating from within the Company shall be mandatorily disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence of the event or information, but not later than twelve hours from the occurrence of the event or information.
- iii. Events listed in **Sub-Para 4 of Para A of Part A of Schedule III** of the Listing Regulations are deemed to be material events and as such shall be mandatorily disclosed by the Company to the Stock Exchanges within 30 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.

- iv. Events listed in **Para B of Part A of Schedule III** of the Listing Regulations shall be considered as 'Material' as specified under Regulation 30(4) shall be disclosed by the Company to the Stock Exchanges, as soon as possible from the occurrence/information of such event, the omission of an event or information, if it satisfies the materiality criteria stated below:

I. Qualitative Criteria

(a) the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date; or

II. Quantitative Criteria

If the value or the expected impact in terms of value of such event or information exceeds the lower of the following:

(a) two percent of turnover, as per the Company's last audited annual consolidated financial statements;

(b) two percent of net worth, as per the Company's last audited annual consolidated financial statements, except in case the arithmetic value of the net worth is negative;

(c) five percent of the average of absolute value of profit or loss after tax, as per the Company's last three audited annual consolidated financial statements.

For every event / information listed in Para B - Part A of Schedule III of the Listing Regulations, reference can be made to the ISF note or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges from time to time.

- v. Events / information relating to subsidiary companies of the Company, which has material impact on the Company, shall also be disclosed to the Stock Exchange(s).
- vi. In case of an event/information where materiality thresholds prescribed in (iii) above are not applicable, the Company may make disclosure of the same, if in the opinion of the Board of Directors of the Company, the event/information is considered material.

Provided that any continuing event or information which becomes material pursuant

to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

- vii. Such other information as may be specified by SEBI, from time to time.

In case there is a delay in disclosing the event/information to the Stock Exchanges, in terms of this Policy, the Company shall provide appropriate explanation for such delay.

OTHER PROVISIONS RELATING TO DISCLOSURES

- i. The Company shall in respect of disclosures made under the Listing Regulations, make disclosures updating material development on a regular basis to the Stock Exchanges, till such time the event is resolved / closed, with relevant explanations.
- ii. The Company shall disclose on its website all such events/ information and host the same for a minimum period of 5 years, after which, the said information will be archived as per the Archival Policy of the Company.
- iii. In case of any amendments to the disclosures already made by the Company or those uploaded on the website, the Company shall disclose/ upload the amended content in terms of this Policy.
- iv. The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information provided that the Stock Exchanges shall disseminate information and clarification as soon as reasonably practicable.
- v. The Company may, sou motto, confirm or deny any reported event or information in the mainstream media to the Stock Exchanges. However, as per the proviso to the Regulation 30(11) if the Company falls under the specified category as mandated, then clarification or denial of such rumors of an impending specific material event or information circulating in mainstream media amongst the investing public, is to be made as soon as reasonably possible and not later than 24 hours from the reporting of the event or information.

Further, if the Company confirms the reported event/ information, it shall also provide the current stage of such event or information.

- vi. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, 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.

AMENDMENTS/MODIFICATIONS

In the event of any conflict between the Companies Act, 2013 or the Listing Regulations or any other statutory enactments (“Regulations”) and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment/modification in the Regulations, in this regard shall automatically apply to this policy and will be ratified subsequently by the Board of Directors.