

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 in this Policy in accordance with Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulation), thereby ensuring a timely and balanced disclosure of all material events concerning the Company.

The Board of the Company at their meeting held June 6, 2018 have approved this policy for determination of materiality and disclosure of events or information. This Policy shall become applicable from the date of listing of Company's Shares on Stock Exchanges.

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 as under:

- i. Events 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. 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 of the conclusion of the Board Meeting.
- iii. Events listed in **Para B of Part A of Schedule III** of the Listing Regulations shall be considered as 'Material' if it is likely to have an impact exceeding 10% of the gross turnover or revenues and shall be disclosed by the Company to the Stock Exchanges, as soon as possible from the occurrence/information of such event.
- iv. 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).

- v. In case of an event/information where materiality thresh holds 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.
- vi. 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.

AUTHORITY TO DETERMINE MATERIALITY OF ANY EVENT / INFORMATION

The Managing Director or the Whole Time Director of the Company have been authorised by the Board to determine whether or not an event/ information is material for the purpose of disclosing it to the Stock Exchange(s), in terms of this Policy.

Further, for administrative convenience, the Chief Financial Officer or the Compliance Officer or the Company Secretary of the Company, has been authorized by the Board to disclose such events/ information, which are material to Stock Exchanges and that their contact details be disclosed to the Stock Exchanges and uploaded on the website of the Company, in terms of this Policy, including but not limited to responding to any queries that may be raised by the Stock Exchanges in respect thereto.

Further the Chief Financial Officer of the Company has been authorized by the Board to interact or communicate with the Press or Analysts or Institutional Investors, after the material events / information is intimated to the Stock Exchanges and hosted on the website of the Company, in terms of this Policy.

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 on its own initiative also, confirm or deny any reported event or information to Stock Exchanges.

AMENDMENTS/MODIFICATIONS

In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions in this Policy inconsistent with the Companies Act, 2013 or the Listing Regulations or such applicable law, then the provisions of the Companies Act, 2013 or the Listing Regulations or such applicable law would prevail over the Policy and the provisions in this Policy would be modified in due course to make it consistent with such change.

Annexure A

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring. Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

(i)acquiring control, whether directly or indirectly; or,

(ii)acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

(a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

(b) There has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

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.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

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 72 capitalization including the date on which such bonus shares shall 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).

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.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive

- Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One time settlement with a bank.
 11. Reference to BIFR and winding-up petition filed by any party / creditors.
 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.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

Annexure B

Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- 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 72 capitalization including the date on which such bonus shares shall 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).

Annexure C

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of

business or closure of operations of any unit/division (entirety or piecemeal).

3. Capacity addition or product launch.

4. Awarding, bagging/ receiving, amendment or termination of 73 awarded/bagged orders/contracts not in the normal course of business.

5. Agreements (viz. loan agreement(s) (as a borrower) 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.

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.

7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

10. Options to purchase securities including any ESOP/ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety for any third party.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.