

POLICY FOR DETERMINING MATERIALITY OF EVENTS AND/OR INFORMATION

1. STATUTORY MANDATE

In accordance with Regulation 30 (4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations 2015**'), Finolex Cables Limited (the '**Company**') has framed a policy for determination of events or information which, in its opinion, are material.

2. DEFINITIONS

In this Policy, unless the context otherwise requires or implies, the following terms shall have the meanings assigned against each of them.

'Acquisition' shall mean-

- a. acquiring control, whether directly or indirectly; or
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
 - ii. there has been a change in holding from the last disclosure made under clause i. above and such change exceeds two per cent of the total shareholding or voting rights in the said company.

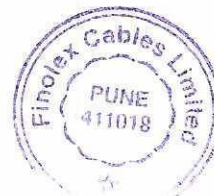
'Agreement(s)' shall mean shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s), treaty(ies) or contract(s) with media companies) which are binding and not in normal course of business and any revision(s) or amendment(s) and termination(s) thereof.

'Key Managerial Personnel', in relation to the Company, shall mean the Chief Executive Officer or the managing director or the manager; the company secretary; or the whole-time director; the Chief Financial Officer; and such other officer as may be prescribed under the Companies Act 2013. For the purpose of the Company, Key Managerial Personnel shall be such persons performing the duties of each of the Key Managerial Personnel, as defined above by whatever name called.

'Materiality' of an event or information shall mean such materiality as is disclosed in this Policy.

'Specified Securities' shall mean the equity shares of the Company of Rs. 2/- each listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

This **'Policy'** shall mean the policy for determination of materiality, based on the criteria identified herein.



3. MATERIAL EVENTS OR INFORMATION

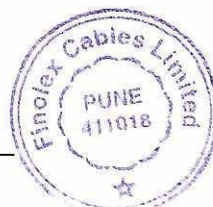
The following events or information will be considered material for the purpose of this Policy:

CATEGORY A: EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES OF MATERIALITY MENTIONED IN REGULATION 30 (4):

- Acquisition, (including agreement to acquire), Scheme of Arrangement (amalgamation or merger or demerger or restructuring), or sale or disposal of unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company sale of stake in associate company of the listed entity or any other restructuring.
- 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.
- Shareholder agreement(s), Joint venture agreement(s), family settlement agreements (to the extent it impacts management and control of listed entity), agreement(s) or treaty(ies) or contract(s) with media companies which are binding and not in ordinary course of business, revision(s) or amendment(s) and termination(s) thereof.
- 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 an 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:

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.

- Fraud or defaults by a listed entity by promoter, director, or Key Managerial Personnel senior management or subsidiary or arrest of Key Managerial Personnel or promoter, senior management, promoter or director of the listed entity, whether occurred within India or abroad



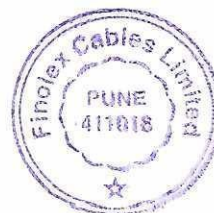
- Reference to the Board of Industrial and Financial Reconstruction and uncontested or non-actioned winding-up petition filed by any party or creditors.
- New Rating(s) or Revision in ratings.
- Change in Directors; Key Managerial Personnel (Managing Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, Senior Management) Auditor and Compliance Officer.
- Resignation of [independent director] including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities.
- Schedule of Analyst or institutional investor meet at least 2 working days in advance (excluding the date of intimation and the date of meet) and presentations on financial results made by the Company to analysts or institutional investors.
- Audio or Video recordings and transcripts of post earnings/quarterly calls by whatever name called conducted physically or through digital means.
- In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.
- 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)."
- Appointment or discontinuation of share transfer agent.
- Corporate debt restructuring.
- One time settlement with bank.
- Resolution plan/Restructuring in relation to loans/borrowings from Banks/Financial Institution.

- Winding up petition filed by any party/creditors.
- 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 Company.
- Proceedings of the Annual or Extraordinary general meetings of the Company.
- Amendments to Memorandum of Association and/or Articles of Association.
- Events in relation to Corporate Insolvency Resolution process of a listed corporate debtor under Insolvency Code as mentioned in Schedule III Part A of Listing Regulations, 2015.
- 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.
- 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.
- 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; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

- 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:
 - (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;along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
- 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.”

OUTCOME OF BOARD MEETING:

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
- Cancellation of dividend with reasons thereof.
- Buyback of securities.
- Fund raising proposed to be undertaken.
- Increase in capital by issue of bonus shares.
- 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.
- Alterations of capital.
- Financial results.
- Voluntary delisting from the stock exchanges.



CATEGORY B:

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit or division.
- Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).”
- Capacity addition or product launch.
- Awarding, bagging or receiving, amendment or termination of awarded or bagged orders or contracts not in the normal course of business.
- Agreements for loan or any other agreements which are binding and not in the normal course of business and revision(s) or amendment(s) or termination(s) thereof.
- Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- Effects arising out of change in the regulatory framework applicable to the Company.
- Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
- Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
- Options to purchase securities including Employee Stock Option Plan or Employee Stock Purchase Scheme.
- Giving of guarantees or indemnity or becoming a surety by whatever named called for any third party
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- Emergence of new technologies which may affect the Company,
- Expiry of patents.
- Change in accounting policy that may have significant impact on the accounts.
- Any other information that may be deemed necessary, jointly and severally, by the Key Managerial Personnel of the Company who would consider that it is necessary for the holders of the securities of the Company to appraise its position and to avoid the establishment of a false market.



- The Board may, in its discretion, also authorise the Key Managerial Personnel to disclose such events, information or material which, in its discretion, may be necessary for the purpose of making disclosures to the stock exchanges.
- In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

CATEGORY C:

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 on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

4. CRITERIA FOR DISCLOSURE OF EVENTS OR INFORMATION

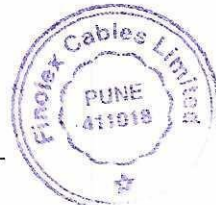
Materiality has to be determined on case to case basis depending on specific facts and circumstances relating to the event/information. A particular information would be considered as material in nature if it satisfies either of the criterial below:

Quantitative Criteria

Quantitative criteria is calculated based on the audited financial statements of last audited financial year, would mean event/information where the value involved or the impact exceeds 15% of gross turnover or revenue or total income or exceeds 20% of the net worth, whichever is lower.

Qualitative Criteria

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



- iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
- (1) two percent of turnover, as per the last audited consolidated financial Statements of the listed entity;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;"
- iv. In case where the criteria of an event or information does not fall in sub clauses (i) (ii) and (iii) above, if in the opinion of the Board such event or information is considered as material.

Whether the information is likely to cause prices of the Company's Specified securities to fluctuate such that persons who commonly invest in securities may be otherwise influenced in deciding whether to acquire or dispose of the Company's securities;

Whether the information pertains to a matter which may have a relative impact on the Company's net worth, as a result of the information;

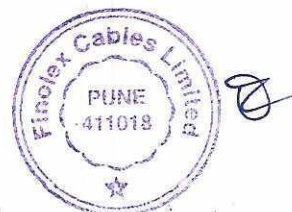
Whether the information pertains to a matter which may cause the Company's turnover to move materially higher as a result of the information;

Whether the information pertains to a matter which may cause material assets of the Company to be deployed into an avenue other than the one where they are currently deployed

Without prejudice to the generality of above, the company may make disclosures of event as specified by the Board from time to time.

5. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

- 5.1 The Executive Chairman, Executive Director & Chief Financial Officer and the Company Secretary jointly or any one of them are authorised for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the stock exchanges.



- 5.2 The above-named Key Managerial Personnel jointly or any one of them may seek expert advice where considered necessary in order to determine whether any information is market sensitive or not.
- 5.3 The contact details of the above-named Key Managerial Personnel shall be disclosed on the website of the Company.
6. **WEBSITE UPDATION OR UPDATES TO STOCK EXCHANGES**

The Executive Director & Chief Financial Officer or the Compliance Officer of the Company shall ensure that

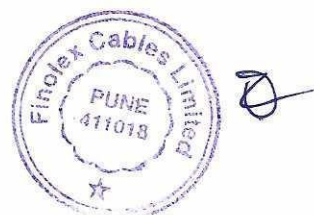
- (a) all events or information determined material, in terms of this Policy, shall be disclosed on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website; and
- (b) disclosures updating material developments on a regular basis are disclosed on the website of the Company, till such time the event is resolved or closed, with relevant explanations.

The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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 within the listed entity;
- iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.



7. DISCLOSURE OF EVENTS OR INFORMATION ON SUBSIDIARIES

The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company.

8. AUTHORISATION TO KEY MANAGERIAL PERSONNEL TO SUO MOTU ACCEPT OR DENY REPORTED EVENT OR INFORMATION

The Executive Chairman, Executive Director & Chief Financial Officer and the Company Secretary jointly or any one of them are authorized to suo moto confirm or deny any reported event or information to the stock exchanges, which has been unauthorized made public by media or by any other means including but not limited to electronic means.

The actions enlisted hereinabove may be taken recourse to by the Key Managerial Personnel above-named in a manner which best protects the interests of the Company. Such action taken by the Key Managerial Personnel above-named shall, however, be brought to the attention of the Board at its immediately subsequent meeting.

*"Provided that the top 100 listed entities (with effect from October 1, 2023) and thereafter the top 250 listed entities (with effect from April 1, 2024) shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours 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:

Provided further that if the listed entity confirms the reported event or information, it shall also provide the current stage of such event or information.

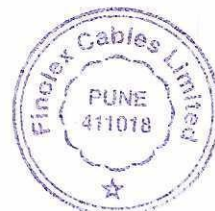
*(The proviso is applicable to the top 250 listed entities with effect from April 1, 2024).

9. COMPLIANCE OFFICER

The Compliance Officer for the purpose of complying with the Listing Regulations, 2015 shall be the qualified Company Secretary appointed by the Company.

10. DISCLOSURE

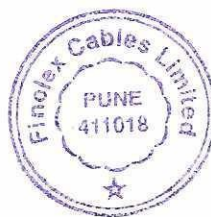
This Policy shall be disclosed on the website of the Company.



11. POLICY REVIEW

The Board is authorized to from time to time review and amend this Policy and the individuals designated therein who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the stock exchanges.

Date: 29th June, 2023



CHAIRMAN