



ASK AUTOMOTIVE LIMITED

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION

1. INTRODUCTION

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Accordingly, ASK Automotive Limited ('ASK' or the 'Company') herein sets out a Policy for determination of materiality of events and information (the 'Policy').

The Board has adopted the Policy at their meeting held on 30th October, 2023 and the Policy shall come into force with effect from the date Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 takes effect with respect to the Company.

2. DEFINITIONS

- (a) "**Act**" means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
- (b) "**Board**" means the Board of Directors of the Company.
- (c) "**The Regulations**" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- (e) "**Turnover**" means turnover as defined under sub-section (91) of section 2 of the Act.
- (f) "**Policy**" means this policy, as amended from time to time.
- (g) "**SEBI**" means the Securities and Exchange Board of India.
- (h) "**Rules**" means the rules made under the Act.
- (i) "**Stock Exchanges**" means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the 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. POLICY

The Company shall make disclosure of events pertaining to the Company and/or its material subsidiary(ies), which are specified in Para A of Part A of Schedule III of the Regulations, without any application of the guidelines for materiality.

The Company shall make disclosure of events pertaining to the Company and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the Regulations, based on application of the guidelines for materiality as specified below:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already 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; or
- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. 2% (two percent) 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;
 - iii. 5% (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 Company.

Provided that any confidential information which if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the Stock Exchanges.

- d) In case where the criteria specified in sub-clauses (a), (b) and (c) 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.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the Regulations, but which may have material effect on the Company, the authorized persons (defined below) shall make adequate disclosures in regard thereof.

4. SCOPE AND EXCLUSIONS

4.1 This Policy is applicable to ASK Automotive Limited.

4.2 In the event of any conflict between the provisions of this Policy and the Act or the Regulations or any other statutory enactments, modification or rules, the provisions of the Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy.

5. GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION

5.1 The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.

5.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.

5.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board or after receipt of approval of the Board and shareholders, as the case may be.

6. IMPLEMENTATION

6.1 To give effect to the requirements under the Regulations, the Managing Director, Chief Financial Officer and the Company Secretary of the Company (authorized persons) to determine jointly the materiality of an event / information and disclose the same to the Stock Exchanges.

6.2 Responsibilities of authorized persons shall be as follows:

- (a) To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- (b) To determine the appropriate time at which the disclosures are to be made to the Stock Exchanges, based on an assessment of actual time of occurrence of an Event to be reported.
- (c) To review and finalise the details to be disclosed
- (d) To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (e) To consider such other events that may require disclosure to be made to the Stock Exchanges which are not explicitly defined in the Regulations and determine the materiality, appropriate time and contents of disclosure for such matters
- (f) To formulate operational guidelines for deployment of this Policy, if required.

7. DISCLOSURE

7.1 The Company shall disclose to the Stock Exchanges all events or information which are material in terms of the provisions of the Regulation as soon as reasonably possible and in any case not later than the following:

- (i) 30 (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) 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) 24 (twenty four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

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

Provided further that 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.

7.2 The disclosure of events/information of price sensitive nature (such as decision on declaration of dividend) shall be made on receipt of approval of the event by the Board of Directors pending the shareholder's approval.

7.3 The Company shall ensure that the updated disclosure with respect to the material event / information is made to the Stock Exchanges on a regular basis till such time the event / information is resolved / closed, with relevant explanation.

7.4 The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchanges under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per the archival policy of the Company.

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

7.6 The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.

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

8. AMENDMENT

The Board may 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 with or without changes in applicable laws. Any subsequent amendment/modification in the Act or the rules framed thereunder or the Regulations and/or any other laws in this regard shall automatically apply to this Policy.
