

Go Digit General Insurance Limited
Policy to determine the material events

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1. SCOPE AND PURPOSE

Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) requires listed companies to frame a policy to determine the material events (hereinafter referred to as the ‘**Policy**’) for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s) (*as defined hereinafter*). Accordingly, the Company (*as defined hereinafter*) has framed this Policy, which shall also be hosted on the website of the Company.

The determination of materiality is for the purpose of assisting the employees of the Company in identifying any potential material event or information and reporting the same to the authorised key managerial personnel, in terms of Regulation 30(5) of the SEBI Listing Regulations, for determining the materiality of the said event or information and for the purpose of making disclosures to the Stock Exchanges.

2. APPLICABILITY

This Policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the Policy.

3. DEFINITIONS

“Acquisition” shall mean-

- a. acquiring control of the Company, whether directly or indirectly; or
- b. acquiring or agreement to acquire shares or voting rights in, a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - i. the Company holds shares or voting rights aggregating to 20% (twenty 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 sub-clause (i) of clause (b) above and such change exceeds 5% (five per cent) of the total shareholding or voting rights in the said company;
 - iii. or the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in Regulation 30(4)(i)(c) of the SEBI Listing Regulations:
- c. acquiring shares or voting rights aggregating to five percent or more and any change in holding

exceeding two per cent of the total shareholding or voting rights in the said unlisted company.

“Agreement” shall include shareholders’ agreement, joint venture agreement, family settlement agreement (to the extent the same impacts the management and control of the Company) and agreement, Treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.

“Board” shall mean the Board of Directors of the Company;

“Company” shall mean Go Digit General Insurance Limited;

“Compliance Officer” shall mean the Company Secretary of the Company;

“Control” shall have the meaning ascribed to such term in section 2(e) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

“Key managerial personnel” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013, as amended;

“Market Sensitive Information” shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

“Officer” means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company;

“Promoter” and **“Promoter group”** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

“Securities” means such securities as defined in section 2(h) of Securities Contracts (Regulation) Act, 1956, as amended;

“Stock Exchange” means the stock exchanges where the Securities of the Company are listed;

“Subsidiary” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013, as amended;

All other words and phrases not defined herein shall have the same meaning and definition as specified under the SEBI Listing Regulations and the Companies Act, 2013 including amendments thereto.

4. KEY PRINCIPLES IN DETERMINING MATERIALITY

(a) The SEBI Listing Regulations classifies the material events that need to be disclosed by the Company

broadly in the following four categories:

- 1) Events specified in Para A of Part A of Schedule III of SEBI Listing Regulations, are deemed to be material events and the Company shall make disclosure of such events without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of SEBI Listing Regulations.
- 2) Events specified in Para B of Part A of Schedule III of SEBI Listing Regulations, shall be disclosed by the Company based on the application of the guidelines for materiality, as specified in sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.
- 3) Any other information or event viz. major development that is likely to affect the business and brief details thereof, including but not limited to:
 - (a) Emergence of new technologies;
 - (b) Expiry of patents;
 - (c) Any change of accounting policy that may have a significant impact on the accounts, etc.;
 - (d) Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities;
 - (e) Market Sensitive Information.
- 4) Without prejudice to the generality of Categories 1, 2, and 3 above, any other event or information as may be specified by the SEBI from time to time.

The Company shall make disclosures to the Stock Exchanges of any events or information which in the opinion of the Board of Directors is material or required under the SEBI Listing Regulations within such timeline as prescribed by SEBI in terms of the SEBI Listing Regulations.

5. ADMINISTRATIVE MEASURES

- (a) The Managing Director and Chief Financial Officer of the Company, jointly, shall be authorized for the purpose of determining materiality of an event or information as enumerated in Clause 4, basis the guidelines prescribed herein.

The Managing Director, Chief Financial Officer and Company Secretary are severally authorised for making disclosures of such material event(s) or information to the Stock Exchanges.

- (b) **Thumb rule to determine materiality:** Managing Director and Chief Financial Officer shall take into consideration totality of factors surrounding the particular information to take a view on whether the information qualifies as Market Sensitive Information. Materiality must be determined on a

case to case basis depending on the material facts and circumstances pertaining to the information or event. The determining officers may also seek the opinion of experts for the purpose of determining any information as Market Sensitive. Without prejudice to the generality of the above, the Company shall consider the following factors for the purpose of determining materiality of any event/ information: –

- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- 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:
 - a. 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
 - b. 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; or
 - c. 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company;
- iv. or in case where the criteria specified in (i), (ii) and (iii) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors, the event/information is considered material.

6. INTERPRETATION

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the law, rule, regulation or standard.

7. GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURRED

1. The events/information shall be said to have occurred upon receipt of approval of Board of Directors (e.g., further issue of capital by rights issuance) and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders;
2. The events/ information that may be of price sensitive nature such as declaration of dividends, etc., shall be said to have occurred on receipt of approval of the event by the Board of Directors, pending Shareholder's approval;
3. Events/information such as natural calamities, disruption etc. (where there is no discussion, negotiation, or approval required) can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an Officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

8. DISCLOSURE

The Managing Director and Chief Financial Officer shall observe the following for proper and timely disclosure of any material events/ information as defined hereon:

1. For determining materiality of any event/transaction, reference is to be made to this Policy and the SEBI Listing Regulations.
2. Disclosure of all material events/information must be made as soon as possible and in any case, not later than:

- (a) 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (b) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (c) 24 hours from the occurrence of the event or information, in case the event or information is emanating from outside the Company;

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

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

Provided further that in case the disclosure is made after the timelines specified above, the Company shall, along with such disclosure provide the explanation for the delay to the Stock Exchanges.

3. Disclosure of any material development shall be made on a regular basis of any event, till the time the event is resolved/ closed.

4. The Stock Exchanges shall also be regularly intimated about details of any change in the status and/ or any development thereon till the litigation or dispute is concluded and/ or is resolved. All the disclosures made to the Stock Exchanges under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the preservation of documents and archival policy as adopted by the Company.
5. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.
6. Company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information.
7. Company may on its own initiative also, confirm or deny any reported event or information to Stock Exchange(s). The Company may, on its own initiative, confirm or deny any reported event or information to the Stock Exchanges.
8. In case where an event occurs or an information is available with the Company, which has not been indicated above, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof.
9. All shareholders, promoters, promoter group entities, related parties, directors, Key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in Entry 5A of paragraph A or Part A of Schedule III of the SEBI (LODR) Regulations, shall inform the Company about such agreement to which the Company is not a party, within 2 (two) working days of entering into such agreements or signing an agreement to enter into such agreements.

9. AUTHORITY TO MAKE ALTERATIONS

- (1) This Policy will be reviewed annually by the Board. Any modifications or improvements will be accordingly incorporated in the Policy.
- (2) Notwithstanding the foregoing, the Managing Director & Chief Executive Officer is authorised to make appropriate changes in the policy as she/he may deem expedient taking into account the law for the time being force. Such modifications shall be reported to the Board for ratification.
- (3) Any changes in the applicable mandatory regulatory provisions shall automatically be treated as part of this Policy.
