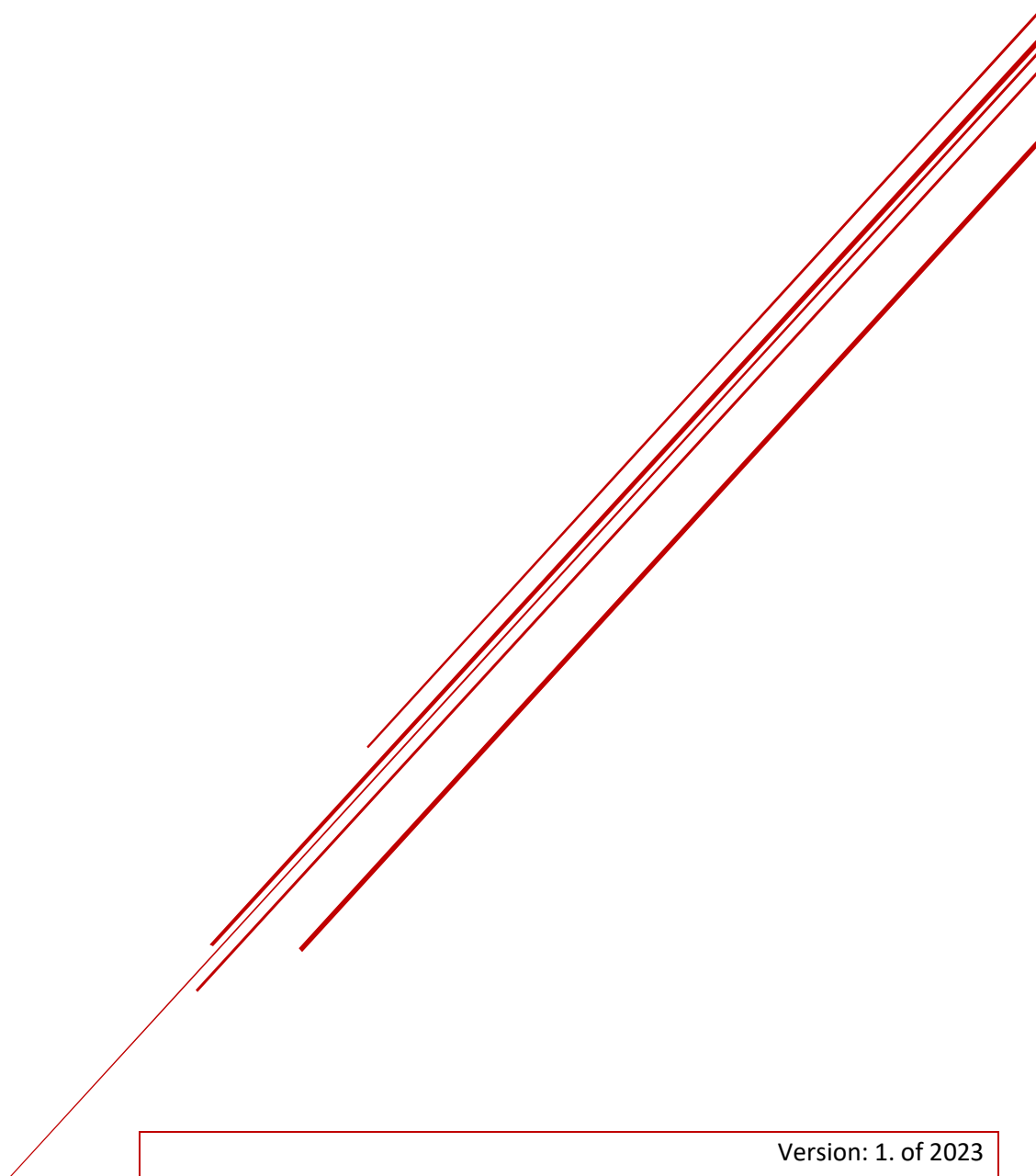


POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

Muthoot Finance Limited



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Next Review on: NA

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

1. BACK GROUND

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires every listed company to disclose all events or information which, in the opinion of the Board of Directors of a Company, is material.

The listed entity is required to frame a policy for determination of materiality, based on criteria specified in the regulation, duly approved by its board of directors, which shall be disclosed on its website of the Company. The said policy shall assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

In light of the said requirements under Regulation 30, Company has framed this Policy on Determination of Materiality of Events ("Policy").

2. OBJECTIVE

The objective of this Policy is to assist the management in identifying the materiality of events to disclose the material events to Stock Exchanges in line with the requirements of Regulation 30 of the SEBI Listing Regulations.

The Policy applies in respect of the disclosure of material events in relation to Muthoot Finance Limited, its subsidiaries, Directors, Promoters, Key Managerial Personnel, and Senior Management Personnel as required under Applicable Laws.

3. DEFINITIONS

3.1 "**Company**" shall mean Muthoot Finance Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam 682 018, Kerala

3.2 "**Disclosure Committee**" means the Disclosure Committee consisting of Managing Director and Chief Financial Officer constituted pursuant to this Policy.

3.3 "**SEBI Listing Regulations**" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

3.4 **“Senior Management Personnel”** shall mean Senior Management Personnel of Muthoot Finance Limited as identified pursuant to the definition provided in the explanation to Section 178 of the Companies Act, 2013.

3.5 **“Stock Exchange”** shall mean the Stock Exchange where the shares of the Company are listed.

3.6 **Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.**

Reference and reliance may be placed on any clarification issued by the Ministry of the Corporate Affairs, Government of India and SEBI and other Authorities from time to time on the interpretation of any of the terms defined hereinabove”.

4. ASSESSMENT OF THE MATERIALITY OF EVENTS / INFORMATION

4.1. Any event or information should be regarded as “material” if:-

4.1.1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

4.1.2. the omission of an event or information is likely to result in a significant market reaction if the said omission came to light at a later date; or

4.1.3. the value or the expected impact in terms of the value of such event or information exceeds the thresholds prescribed under the SEBI Listing Regulations.

4.1.4. the criteria specified in sub-clauses 4.1.1, 4.1.2, and 4.1.3 is not applicable, an event or information may be treated as being material if, in the opinion of the Disclosure Committee of the Company, the event or information is considered material

4.2. Either positive or negative information may be material.

4.3. Materiality of events / information shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event.

4.4. For the avoidance of doubt, events listed in Para A – Part A of Schedule III of Listing Regulations shall be disclosed without application of materiality

criteria, and events listed in Para B – Part A of Schedule III of SEBI Listing Regulations shall be disclosed upon application of materiality criteria.

5. MATERIALITY THRESHOLDS

- 5.1. The criteria for determination of materiality of events/ information events listed in Para B – Part A of Schedule III of SEBI Listing Regulations shall be the criteria as provided under Regulation 30 (4) of the SEBI Listing Regulations, as amended from time to time.

6. TIMELINES FOR DISCLOSURE OF EVENTS

- 6.1. All events or information which are material in terms of the provisions of the SEBI Listing Regulation shall be disclosed to the Stock Exchanges as soon as reasonably possible and in any case not later than the following:

- 6.1.1. 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;
- 6.1.2. 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- 6.1.3. 24 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 to the SEBI Listing Regulations shall be made within such timelines provided in the SEBI Listing Regulations.

7. RESPONSIBILITY FOR DETERMINATION OF MATERIALITY OF EVENTS

- 7.1. A Disclosure Committee consisting of the Managing Director and Chief Financial Officer of the Company shall be responsible for determining the materiality of events requiring disclosure of events to the shareholders through stock exchanges.
- 7.2. The Disclosure Committee upon determining the materiality of the events, shall inform the Compliance Officer about the events and the Compliance Officer shall inform the Stock Exchanges about the particulars of the event within the timelines provided under the Listing Regulations.
- 7.3. Contact details of the members of the Disclosure Committee shall be as under:

Member of Disclosure Committee	Email ID
Managing Director	md@muthootgroup.com
Chief Financial Officer	fin@muthootgroup.com

8. EVENTS / INFORMATION WITH RESPECT TO SUBSIDIARIES

- 8.1. All such events occurring in subsidiary companies that are Material to the Company shall be disclosed to the Stock Exchanges within the timelines prescribed under the SEBI Listing Regulations.
- 8.2. Company shall identify relevant employees in Subsidiary Companies who shall be entrusted with the responsibility of communicating the material events to the Disclosure Committee.

9. CONFLICT IN POLICY

In the event of a conflict between this Policy and the extant regulations or laws (as may be amended, replaced, or restated, from time to time), the relevant provisions contained in the regulations and laws shall prevail over this Policy.

10. AMENDMENTS IN POLICY

To the extent any change/ amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law, however, notwithstanding such non-modification or pending such modification, the applicable law and regulations (as changed) shall prevail over the Policy, and the Policy shall be read accordingly. The Policy Review Committee shall review the Policy periodically.

11. GENERAL

The power to interpret and administer the Policy shall rest with the Managing Director of the Company under the supervision of the Policy Review Committee of the Board. The Managing Director is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Policy Review Committee of the Board, from time to time, to ensure Committee's oversight on these issues.