

**Affle 3i Limited**  
**POLICY ON DETERMINATION OF MATERIALITY OF DISCLOSURES**

**1. BACKGROUND**

This policy on determining materiality of events or information that warrant disclosures to investors (the “Policy”) has been formulated by the Board of Directors (the “Board”) of Affle 3i Limited (the “Company”), in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).

**2. PURPOSE**

The Policy outlines the guidelines to be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of material events / information. The Company is committed to adhere to the highest standards of disclosure and dissemination of information to its stakeholders in terms of applicable statutes.

**3. LAW**

Regulation 30 of SEBI (LODR) Regulations, 2015 requires the Board of Directors of the Company to devise a policy on determination of materiality of disclosures.

**4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION**

- i. The events as specified under Para A of Part A of Schedule III and Regulation 31A (8) of the Listing Regulations shall be disclosed irrespective of application of guidelines of Materiality.
- ii. The events as specified under Para B of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality, basis below criteria.
- iii. The Company shall apply the following guidelines, for determination of Materiality of event(s)/information covered by point ii above:
  - a. The omission of an event or information which is likely to result in:
    - Discontinuity or alteration of an event or information already available publicly; or
    - Significant market reaction if the said omission comes to light at a later date; or
  - b. 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 Company, 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 Company;

- c. In case where the criteria(s) specified in (iii) are not applicable, and if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event / information is considered Material, due disclosure shall be made for any such event.

The Company shall also promptly inform the stock exchange(s) of all information which shall have a bearing on the performance/operations of the Company or is price sensitive.

- iv. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
- v. Any subsequent amendment in the Listing Regulations, to the extent applicable to the Company, shall be deemed to be incorporated as part of this Policy.

## **5. DISCLOSURES OF EVENTS OR INFORMATION**

The Company shall make disclosure and intimation of the events/information, which are material in terms of the applicable provisions 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

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.

- II. Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- III. Twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

The Company shall make disclosure of all material events / information in the following manner:

- i. Inform the stock exchanges on which the securities of the Company are listed;
- ii. Upload on the website of the Company.

#### **6. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION AND ITS IMPLEMENTATION**

A copy of this Policy shall be circulated to the Key Managerial Personnel /Senior Management Personnel / Business Heads of Subsidiaries. All Senior Management Personnel shall be responsible for reporting material events or information or possible material events or information in the area of their operation to the Chief Financial Officer/Compliance Officer of the Company.

The Compliance Officer shall make adequate disclosure of the said event/information to the stock exchanges as per the timeframe defined in this Policy and the Listing Regulations.

#### **7. DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

#### **8. IMPLEMENTATION**

This Policy shall be effective from the date of approval by the Board, unless specified otherwise.

#### **9. REVIEW OF POLICY**

The Company shall modify this Policy at any time with approval of the Board and in compliance of applicable laws. Any change/amendments in Applicable Laws with regard to determination of materiality disclosures shall be deemed to be covered in this Policy.

##### **Version control**

Version	Date	Description	Description of change
1.0	28.09.2019	Policy on determination of materiality of disclosures	Adoption of the Policy
2.0	05.08.2023		Revisions in line with amendments in SEBI LODR w.e.f July 14, 2023
3.0	10.05.2025		Updation in timelines as per amendments in SEBI Listing Regulations and other formatting changes