



Religare Enterprises Limited

Policy for Determination of Materiality for Disclosure of Information

(Effective from December 1, 2015)

(updated on February 14, 2018)

Policy for Determination of Materiality for Disclosure of Information

1. **Title:** This policy shall be known as the “Policy for Determination of Materiality for Disclosure of Information of Religare Enterprises Limited” (the “Policy”) and has been made pursuant to Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”).
2. **Applicability:** This Policy shall be applicable to Religare Enterprises Limited and its employees.
3. **Definitions:** In this Policy:
 - (a) “Company” shall mean Religare Enterprises Limited, and where the context so requires, shall include its subsidiaries;
 - (b) “Compliance Officer” shall mean the Company Secretary of the Company, and in his absence, any other senior officer designated so and reporting to the Board of Directors as mentioned in the Regulations;
 - (c) “CMD” means Chairman & Managing Director of the Company;
 - (d) “Group CEO” shall mean the Group Chief Executive Officer of the Company or such other person, by whatever name called, in whom substantial powers of management of the Company vest;
 - (e) “Group CFO” shall mean the Group Chief Finance Officer of the Company or such other person, by whatever name called, who supervises the finance function of the Company;
 - (f) “PIT Code” shall mean the Code of Conduct for Prevention of Insider Trading adopted by the Board of Directors of the Company;
 - (g) “Stock Exchanges” shall mean the stock exchanges on which the securities of the Company are listed; and

Words and terms defined used in this Policy and not defined herein, but defined in the Regulations, the PIT Code, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings respectively assigned to them in such code or legislation.

4. **Authority to make disclosures:** The Key Managerial Personnel of the Company shall, either individually or jointly, determine whether any disclosure needs be made to the Stock Exchanges under the Listing Regulations in relation to any event, based on their assessment of impact of such event against the materiality thresholds detailed below. The Key Managerial Personnel may direct the Compliance Officer or any other officer of the Company to communicate to the Stock Exchanges or other authorities, the information to be so disclosed, and shall ensure that the disclosures are suitably uploaded on the Company’s website.
5. **Disclosure of information relating to events deemed to be material:** In relation to all events that are listed under Para A of Part A of Schedule III to the Regulations, the Company shall disclose to the Stock Exchanges, the information required by the Regulations in the manner required by the Regulations.

6. **Determination of materiality for other events:** Events listed under Para B of Part A of Schedule III of the Regulations shall be considered as material if they meet the criteria listed in the table below:

| Event | Criteria |
|--|--|
| 1. Commencement or any postponement in the date of commencement of commercial operations of any subsidiary/ unit/ division | The net worth of the subsidiary or the equity deployed in the unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company |
| 2. Change in the general character or nature of business brought about by: | |
| 2.1. Arrangements for strategic, technical, manufacturing, or marketing tie-up | The net worth of the subsidiary or the equity deployed in the unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company |
| 2.2. Adoption of new line(s) of business | The net worth of the subsidiary or the equity deployed in the unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company |
| 2.3. Closure of operations of any subsidiary/ unit/division - (entirety or piecemeal) | The net worth of the subsidiary or the equity deployed in the unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company OR the affected revenue of the subsidiary/ unit/ division/ line of business is not less than 10% of the consolidated revenue of the Company |
| 3. Capacity addition or product launch | The incremental equity deployed in the subsidiary/ unit/ division/ line of business towards the new capacity or product is not less than 10% of the consolidated net worth of the Company |
| 4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business | The estimated revenue from such orders/ contracts that are not in the normal course of business is not less than 10% of the consolidated revenue of the Company |
| 5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof | The agreement is not in the normal course of business AND the quantum of borrowing, or the total value of the contract, as the case may be, is not less than 10% of the consolidated net worth of the Company |
| 6. Disruption of operations of any one or more subsidiaries, units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc. | The net worth of the subsidiary or the equity deployed in the unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company OR the affected revenue of the subsidiary/ unit/ division/ line of business is not less than 10% of the consolidated revenue of the Company |

| Event | Criteria |
|--|---|
| 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity | The net worth of the affected subsidiary or the equity deployed in the affected unit/ division/ line of business is not less than 10% of the consolidated net worth of the Company OR the affected revenue of the subsidiary/ unit/ division/ line of business is not less than 10% of the consolidated revenue of the Company |
| 8. Litigation(s) / dispute(s) / regulatory action(s) with impact | The amount claimed or assessed as a potential liability is not less than 10% of the consolidated net worth of the Company |
| 9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity | The amount involved or assessed as the potential loss is not less than 0.5% of the consolidated net worth of the Company |
| 10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) | All options sanctioned/ granted and shares allotted, irrespective of the number, provided that a consolidated disclosure shall be made for all sanctions/ grants/ allotment on a particular day in a manner that the number of options/ shares attributable to any individual shall not be disclosed unless otherwise required by law |
| 11. Giving of guarantees or indemnity or becoming a surety for any third party | The guarantee or indemnity or surety is for a third party (i.e. any person or entity not being a subsidiary of the Company) AND the value is not less than 5% of the consolidated net worth of the Company |
| 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals | The affected revenue of the subsidiary/ unit/ division/ line of business is not less than 5% of the consolidated revenue of the Company |

For determining materiality as above, the net worth or revenue from the latest available audited annual financial statements shall be considered. Where any amount is not directly available from the financial statements (such as the equity deployed in a particular division), the Company shall make an estimate therefor, based on the latest available audited annual financial statements.

7. **Discretion to make disclosures where materiality test is not satisfied:** Where the Key Managerial Personnel are satisfied that although a particular event does not meet the test of materiality as above, disclosure of information in relation thereto will ensure that investors are better informed with regard to the Company or non-disclosure of such information will distort the market for the Company's securities, such information may be disclosed to the Stock Exchanges under the Listing Regulations.
8. **Publication of the Policy:** This Policy, upon its adoption by the Board of Directors of the Company, along with contact details of the persons authorised to make disclosures hereunder, shall be uploaded on the Company's website and any updates hereto shall be promptly reflected on the Company's website.

Appendix: Contact Information of Authorised Persons

The contact information of the persons authorised to make disclosures under this Policy is as below:

| Sr. | Name and Designation | Contact Information |
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| 1. | Mr. Krishnan Subramanian Whole Time Director | Phone: +91-124-6180222 Email: krishnan.subramanian@religare.com |