

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. Statutory Mandate

The Board of Directors (The “Board”) of Geojit Financial Services Limited (the “Company”) has adopted the following policy and procedures about disclosure of material events which are necessary to be disclosed to the Stock Exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy has been effective from December 01, 2015, and the amended policy shall be effective from July 28, 2023 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

2. Policy Objective

The Policy aims to achieve the following objectives:

- a. Ensure compliance with disclosure obligations applicable to the Company as specified in SEBI Listing Regulations, various Securities Laws, and relevant legislations.
 - b. Ensure that information disclosed by the Company is comprehensive, precise, timely, and transparent.
 - c. Promote uniformity in the Company's approach to disclosures, create awareness, and minimize the risk of selective disclosures.
3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

4. Type of Information

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant impact on the Company (hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

5. Persons Responsible for Disclosure

The Board of Directors of the Company has granted authorization to the Key Management Personnel (KMP) of the Company. Their role involves determining the significance of an event or information and ensuring timely disclosure. The KMPs are also empowered to seek guidance from internal or external stakeholders when needed.

The KMPs' powers and responsibilities for determining material events or information include:

- i. Reviewing and assessing events or information to determine if they qualify as 'material' and require disclosure, based on the prevailing facts and circumstances.
- ii. Deciding the appropriate timing for making disclosures to the stock exchanges by considering the actual time of occurrence of an event or information.
- iii. Regularly disclosing material developments with relevant explanations until the event or information is resolved or closed.
- iv. To evaluate other events or information that may require disclosure to the stock exchanges, even if they are not explicitly defined in the SEBI Listing Regulations. The KMPs will determine the materiality, appropriate timing, and content of disclosure for such matters.
- v. To disclose all events or information related to the subsidiaries which are material for the Company.

6. Criteria for determination of materiality for disclosure of events / information

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

- a. The omission of an event or information which is likely to:
 - i. result in a discontinuity or alteration of an event or information already available publicly; or
 - ii. result in significant market reaction if the said omission came to light at a later date;
- b. The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company except in case the arithmetic value of the networth is negative,
 - iii. 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 the opinion of the Board of Directors of the Company, the event / information is considered material.

7. Disclosure of events / information on Subsidiaries

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

8. Authorisation to KMPs to *suo moto* accept / deny reported event or information.

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorised to *suo moto* accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

9. Compliance Officer

The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

10. Policy Review

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.