



POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION

(Reviewed and amended by the Board of Directors of the Company at its meeting held on February 13, 2025)

BACKGROUND:

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of **Mini Diamonds (India) Limited** (the “Company”) has adopted and approved policy for determination of materiality for disclosure of events or information (“Policy”) based on the criteria specified in the SEBI Listing Regulations at its meetings held on February 15, 2021.

SCOPE OF THE POLICY:

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to “Disclosure of events or information to Stock Exchanges”. This Policy shall be read along with the Company’s policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

DEFINITION:

In this Policy, unless the context requires otherwise:

- a. **“Board of Directors”** or **“Board”** shall mean the Board of Directors of the Company.
- b. **“Key Managerial Personnel”** means a key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-
 - i. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager
 - ii. Whole-time Director (WTD)
 - iii. Chief Financial Officer (CFO)
 - iv. Company Secretary (CS)
 - v. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - vi. Such other officer as may be prescribed.
- c. **“Policy”** shall mean this policy for determination of Materiality of events / information, as amended from time to time.



- d. “SEBI Listing Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the SEBI Listing Regulations for determination of materiality of events / information.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION:

Certain information is per se Material Information as defined in the Regulations read with Para A of Part A of Schedule III of the Regulations and the Company is required to disclose the same.

Besides per se Material Information, materiality of an event / information must be subject to the following criteria:

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
2. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
3. 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 listed entity;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth 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 listed entity;
4. in case where the criteria specified in sub-clauses (1), (2) and (3) is not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

All the events/information as specified in Para B of Part A of Schedule III of the Regulations shall be disclosed by the Company based on the application of aforesaid guidelines/criteria for determination of material events.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the event / information. In some cases, inter-alia including disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations, if



Mini Diamonds (India) Ltd.

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

the materiality thresholds as prescribed above cannot be applied, the Chief Executive Officer/Chief Financial Officer of the Company, in consultation with the Board of Directors, if required, in such cases, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information / event.

KEY MANAGERIAL PERSONNEL AUTHORIZED TO DETERMINE MATERIALITY:

As per Regulation 30(5) of SEBI Listing Regulations, the Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company jointly/severally will be the authorized Key Managerial Personnel ("KMP") to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Persons are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit. The Heads of Departments (Designated Officers) responsible for their respective operational areas must promptly report any material event or information, as defined in the company's policy, to the Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer ("KMP"). If a Designated Officer is unsure about the materiality of an event or information, they must still report it. This reporting should occur immediately after the Designated Officer becomes aware of the event or information.

On receipt of a communication of a potential material event / information, the Key Managerial Personnel shall:

- i. Review the event / information and take necessary steps to verify its accuracy;
- ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions.

If the Key Managerial Personnels are uncertain about the materiality of any event or information, they may seek external legal advice for appropriate guidance.

AUTHORIZATION FOR MAKING DISCLOSURES:

The Managing Director and/or Company Secretary and Compliance Officer of the Company is authorized for the purpose of determining materiality of an event / information and for the purpose of making disclosures to stock exchange(s) under this Policy, the contact details of whom are also available on the website of the Company.

DISCLOSURES AND TIMELINESS:

The Company shall disclose to the stock exchange(s) all events or information, which are material in terms of the provisions of this regulation 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



Mini Diamonds (India) Ltd.

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

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 listed entity 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 listed entity

(iii) twenty-four 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 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 listed entity 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 listed entity

The above clauses shall not be applicable to disclosure with respect to events for which timelines have been specified in Part A of Schedule III and it shall be made within such timelines as specified.

In case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

The listed entity shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of SEBI Listing Regulations, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.



Mini Diamonds (India) Ltd.

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

In case an event or information is required to be disclosed by the Company in terms of the provisions of SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter the same shall be removed as per the archival policy of the Company, as disclosed on its website.

COMMUNICATION AND DISSEMINATION OF THE POLICY:

This policy after duly approved by the Board of Directors shall be notified and communicated to all the employees/ functional head of respective departments of the Company. For both existing and new employees and directors, a copy of this policy will be available on the Company's website.

AMENDMENTS:

The KMP authorised under this Policy will review the Policy from the perspective of the SEBI Listing Regulations and determine the events / information for disclosure as may be amended by the Securities and Exchange Board of India from time to time. The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

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

The events / information shall be said to have occurred upon approval of Board of Directors of the Company in certain events, such as, further issue of capital through rights issue. In other instances, events or information are deemed to have occurred only after receiving approval from both the Board of Directors and the shareholders of the Company.

Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the Board of the Company pending shareholder's approval.

Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event / information.



Mini Diamonds (India) Ltd.

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

PENALTY FOR NON-ADHERENCE OF THE CLAUSES OF THE POLICY:

Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty which shall not be less than one Lakh rupees but which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

This policy has been reviewed and amended by the Board of Directors of the Company at its meeting held on February 13, 2025.