

# POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

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## 1. PREAMBLE

As per Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall frame a policy for determination of materiality, based on criteria specified in this Sub-Regulation, duly approved by its Board of Directors, which shall be disclosed on its website.

## 2. DEFINITIONS

- a) "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) "Company" means Firstsource Solutions Limited
- c) "Board" means the Board of Directors of the Company

## 3. POLICY OBJECTIVE

This Policy is framed to ensure compliance with the above Listing Regulation. This Policy lays down the criteria for determination of materiality of events/information required to be disclosed on its website.

#### 4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION:

- a) The Company will determine the materiality of an event/ information based on the criteria specified in Regulation 30(4)(i) of the Listing Regulations, as amended from time to time.
- b) Events specified in Para A of Part A of Schedule III to the Listing Regulations are deemed to be Material events and the Company shall make disclosure of such events without any application of the guidelines for materiality as specified in sub-Regulation (4) of Regulation 30.
- c) The Company will make the disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations based on the criteria for determination of materiality of events/ information as mentioned below:

Quantitative criteria calculated based on audited financial statements of the last audited financial year, would mean event/ information where the value involved or the impact:

- (a) exceeds 10 per cent of the gross turnover, or
- (b) exceeds 20 per cent of the net worth

Whichever is lower.

Qualitative criteria would mean an event/ information

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - (b) 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.
- d) An event/information may be treated as being material if in the opinion of the Board of Directors of the Company or the Key Managerial Personnel as authorised in clause 5 below of this Policy, such event/ information is considered material.

## 5. GUIDANCE ON WHEN AN EVENT / INFORMATION CAN BE SAID TO HAVE OCCURRED

In certain instances, the occurrence of material event/information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., it would depend upon the timing when the Company became aware of the event/information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013.

## 6. AUTHORISATION TO DETERMINE MATERIALITY OF AN EVENT OR INFORMATION

As per requirements of Regulation 30(5) of the Listing Regulations, the Board of Directors shall authorise one or more Key Managerial Personnel (KMPs) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Listing Regulations and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the website of the Company. Accordingly, the Board of Directors of the Company has authorised the Managing Director & CEO (MD & CEO) and the CFO of the Company severally for the purpose of determining materiality of an event or information. The Board has also authorised the MD & CEO, the CFO and the Company Secretary of the Company for making disclosures to stock exchange(s) under Regulation 30 of the Listing Regulations.

## 7. DISCLOSURE TO THE STOCK EXCHANGE(S)

(a) The Company shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III of the Listing Regulations, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. In case the disclosure is made after twenty four hours of occurrence of the event or

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information, the Company shall, along with such disclosures provide explanation for delay. The disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III of the Listing Regulations shall be made within thirty minutes of the conclusion of the Board Meeting.

- (b) The Company shall, with respect to disclosures referred to in the Regulation 30, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (c) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Regulation 30, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company, as disclosed on its website.
- (d) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

## 8. MODIFICATIONS IN THE POLICY

The Managing Director & CEO and the CFO of the Company are authorised severally to make any change or modification in this Policy as may be necessitated due to the change in Listing Regulations as may be amended from time to time, or any other relevant Act/Regulations/Rules at any point of time or due to any other reason as they may at their discretion consider appropriate.