

Apollo Finvest (India) Limited

MATERIALITY POLICY

1. INTRODUCTION

In accordance with **Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI LODR”), every listed entity is required to disclose material events and information to the stock exchanges. The objective of this Materiality Policy (“Policy”) is to provide a guiding framework for identification and disclosure of such events/information which may have a bearing on the performance/operations of the Company and which may affect the decision-making of investors.

The Board of Directors of **Apollo Finvest (India) Limited** (“the Company”) has adopted this Policy to ensure compliance with the applicable provisions of the SEBI LODR and to ensure transparent and timely disclosures.

2. OBJECTIVE

- To identify and classify events or information that require disclosure to stock exchanges.
 - To lay down criteria for determining the materiality of events or information.
 - To ensure uniformity in the Company’s approach to determining materiality and making disclosures.
 - To facilitate timely dissemination of information to investors and stakeholders, promoting transparency and good governance.
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3. SCOPE

This Policy is applicable to all events/information relating to the Company, its subsidiaries, and associates (to the extent relevant), which fall under the scope of Regulation 30 of SEBI LODR and other applicable laws, as amended from time to time.

4. DEFINITIONS

“**Act**” means the Companies Act, 2013 and the rules made thereunder.

“**Board**” means the Board of Directors of the Company

“**KMP**” or “**Key Managerial Personnel**” refers to the officers as defined under Section 2(51) of the Companies Act, 2013 and includes:

- Managing Director (MD) or Chief Executive Officer (CEO)
- Chief Financial Officer (CFO)

- Company Secretary (CS)
- Any other person designated as KMP by the Board

“Material Event/Information” shall mean any event/information:

- Specified in **Schedule III, Part A** of the SEBI LODR; or
- Any further circular issued by the Authorities
- Determined to be material based on the criteria provided in this Policy

“LODR Regulations” refers to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5. CLASSIFICATION OF EVENTS / INFORMATION

5.1 Events Deemed Material (Mandatory Disclosure Without Materiality Test)

Events that are considered “deemed material” as specified in **Para A of Part A of Schedule III of SEBI LODR** must be disclosed mandatorily. These include (but are not limited to):

- Acquisition, merger, demerger, sale of business/division
- Change in key managerial personnel
- Outcome of board meetings concerning dividends, buyback, etc.
- Fraud/default by listed entity or subsidiaries
- Resignation or removal of Independent Directors or KMPs
- Any other event mentioned in the applicable SEBI circulars and Schedule III

Disclosures for these events shall be made **without applying any materiality criteria**.

5.2 Events Subject to Materiality Criteria

Events listed under **Para B of Part A of Schedule III** require evaluation using the criteria mentioned in Clause 6 of this Policy. These may include:

- Commencement of commercial operations
- Change in regulatory framework or licensing

- Significant disruption in operations
- Litigation/regulatory actions having major impact
- Product launch or business expansion into new geographies

5.3 Other Events

Even if not covered above, any event or information may be disclosed by the Company if it is deemed to be material in the opinion of the authorized KMPs or the Board.

6. CRITERIA FOR DETERMINING MATERIALITY (Regulation 30(4))

An event or information shall be considered material based on any one or more of the following criteria:

Quantitative Criteria

Where the impact of the event or information exceeds the following thresholds (based on the latest audited consolidated financial statements):

- Value exceeding **10% of the consolidated turnover**, or
- Value exceeding **10% of the consolidated net worth**, or
- **5% of consolidated profit after tax**

(Whichever is lower among the above)

Qualitative Criteria

Even if not meeting the quantitative thresholds, an event or information may be considered material if:

- It is likely to significantly impact the Company's reputation or brand value.
 - It would influence the decision of a reasonable investor.
 - There is a significant change in market perception or strategic direction of the Company.
 - The Board or the KMPs believe that the information is critical to be shared with stakeholders.
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7. AUTHORISATION FOR DETERMINATION AND DISCLOSURE

The following **Key Managerial Personnel (KMPs)** are **jointly authorized** to determine materiality and approve disclosures to the stock exchanges:

- **Chief Executive Officer (CEO) / Managing Director**
- **Chief Financial Officer (CFO)**
- **Company Secretary & Compliance Officer**

They shall be responsible for:

- Assessing materiality of information/events.
- Ensuring timely disclosures.
- Communicating with stock exchanges and regulators.
- Maintaining documentation for all materiality decisions.

In case of doubt, the KMPs may escalate to the Board of Directors for final decision.

8. TIMELINES FOR DISCLOSURE

- **Within 30 minutes:** Outcome of Board Meetings (e.g. financial results, dividends).
 - **Within 24 hours:** For all other material events or information after decision or occurrence.
 - **Updated Disclosures:** The Company shall also disclose material updates to previously disclosed events.
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9. CONTINUOUS DISCLOSURE OBLIGATION

The Company shall make continuous disclosures regarding material developments until the event is resolved/closed. Disclosures shall be updated with evolving facts and timelines.

10. ARCHIVAL POLICY

As per Regulation 46 of SEBI LODR, all disclosures under this Policy shall be made available on the Company's website for a minimum of **5 years** and thereafter preserved in accordance with the Company's archival policy.

11. COMMUNICATION TO STAKEHOLDERS

This Policy shall be:

- Made available on the website of the Company;
 - Disclosed to stock exchanges;
 - Reviewed and updated periodically by the Board or authorized committee.
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12. REVIEW AND AMENDMENT

The Board of Directors or any authorized committee shall review the Policy periodically or as and when required due to changes in regulatory framework. Any changes shall be disclosed as per applicable laws.

14. POLICY ADOPTION

This Policy has been approved by the Board of Directors of the Company and shall remain in force until amended or rescinded.