



## Siemens Limited

### Policy for determination of materiality of events / information

Version history of the Policy:

<b>Effective date</b>	<b>Particulars</b>
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17 <sup>th</sup> November 2018	Revision of Policy
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## SIEMENS LIMITED

### POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

#### 1. Preface

This Policy is framed in accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the determination of “materiality” in respect of disclosure of events or information as required by the Listing Regulations.

The Policy aims at assisting relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information and for making the necessary disclosures to the Stock Exchanges.

#### 2. Definitions

In this Policy unless the context otherwise requires:

- i. **“Act”** means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- ii. **“Company”** means Siemens Limited.
- iii. **“Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- iv. **“Net worth”** shall have the same meaning ascribed to it under the Act.
- v. **“Normal course of business”**: A transaction shall be deemed to be in the normal course of business if it is entered into in relation to provision of goods or services in which the Company regularly deals or where the transaction is in respect of goods or services in which the counterparty normally deals and the Company repeatedly enters into such transactions for the purpose of its business or the transaction is necessary, normal and incidental to business.
- vi. **“Policy”** means the Company’s Policy for determination of materiality of events / information.
- vii. **“Turnover”** shall have the same meaning ascribed to it under the Act.
- viii. **“Unit” / “Division”** shall have the same meaning of “undertaking” as provided under the Act.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and / or the rules and regulations made thereunder or any other Act and / or applicable laws or any statutory modification(s) or re-enactment(s) thereto, as the case may be.

### 3. Material events or information

- a) The events or information, which are specified in Para 'A' of Part 'A' of Schedule III of the Listing Regulations shall be disclosed without applying any materiality criteria. The illustrative list of events or information are provided in **Annexure A** to this Policy.
- b) The Company shall disclose the events or information specified in Para 'B' of Part 'A' of Schedule III of the Listing Regulations upon application of the guidelines of materiality specified in this Policy. The illustrative list of events or information are provided in **Annexure B** to this Policy.
- c) Without prejudice to the generality of Clause 3(a) and Clause 3(b) above, the Company may make disclosures of event or information as specified by the Board from time to time.
- d) The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations 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 decision pertaining to the event or information has been taken;
  - (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
  - (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

### 4. Guidelines for determining Materiality

- i. The Managing Director and Chief Executive Officer and the Executive Director and Chief Financial Officer of the Company for the time being, jointly shall, on case to case basis, consider the following criteria for determination of materiality of events / information as mentioned under Clause 3(b), above:
  - (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; or
  - (c) 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;
    - 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 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 Company;
  - (d) In case where the criteria specified in Clauses 4(i)(a); Clauses 4(i)(b); and Clauses 4(i)(c) above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.



## **5. Disclosure**

Any one of the Key Managerial Personnel shall make the required disclosures on behalf of the Company for material events or information to Stock Exchange(s).

## **6. Amendments to the Policy**

Any subsequent amendment(s) / modification(s) in the Listing Regulations and / or other applicable laws / circular(s), in this regard shall automatically apply to this Policy.

- a) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.
- b) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- c) New Rating(s) or Revision in Rating(s).
- d) Outcome of Meetings of the board of directors. E.g. dividend, buy-back of securities, fund raising, issue of bonus shares, alteration of capital, financial results, voluntary delisting from Stock Exchange(s).
- e) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- f) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.
- g) Fraud or defaults by a Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.
- h) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer. Resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor. Resignation of independent director including reasons for resignation. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.
- i) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability.

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- j) Appointment or discontinuation of share transfer agent.
- k) Resolution plan / Restructuring in relation to loans / borrowings from banks / financial institutions.
- l) One time settlement with a bank.
- m) Winding-up petition filed by any party / creditors.
- n) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
- o) Proceedings of Annual and extraordinary general meetings of the Company.
- p) Amendments to memorandum and articles of association of the Company, in brief.
- q) Schedule of analysts or institutional investors meet, presentations, audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.
- r) The events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
- s) Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the Stock Exchanges by the Company:
- t) Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.
- u) Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed.
- v) Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company.
- w) Voluntary revision of financial statements or the report of the board of directors of the Company under Section 131 of the Companies Act, 2013.

*(The above is an illustrative list of events or information. The officials of the Company are requested to contact the Company Secretary of the Company for further details.)*

- a) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- b) Any of the following events pertaining to the Company:
  - (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
  - (ii) adoption of new line(s) of business; or
  - (iii) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
- c) Capacity addition or product launch.
- d) Awarding, bagging/ receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business.
- e) Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- f) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- g) Effect(s) arising out of change in the regulatory framework applicable to the Company.
- h) Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
- i) Frauds or defaults by employees of the Company which has or may have an impact on the Company.
- j) Options to purchase securities including any ESOP / ESPS Scheme.
- k) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
- l) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- m) Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
- n) Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

*(The above is an illustrative list of events or information. The officials of the Company are requested to contact the Company Secretary of the Company for further details.)*