



HONASA CONSUMER LIMITED
POLICY FOR DISCLOSURE OF MATERIAL
EVENTS/ INFORMATION
(“POLICY”)

<u>Version</u>	<u>Adopted on</u>	<u>Date of amendment</u>	<u>Approved by</u>
<u>V.1</u>	<u>December 23, 2022</u>	-	<u>Board of Directors</u>
<u>V.2</u>	-	<u>February 12, 2025</u>	<u>Board of Directors</u>

~~**(Effective from December 23, 2022)**~~

HONASA CONSUMER LIMITED
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Policy

I. Purpose / Legal Framework

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the requirements of the Regulations and to provide an overall governance framework for such determination of materiality.

The Securities and Exchange Board of India ("SEBI") through its Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023, issued under Regulation 30 and 30A of the SEBI Listing Regulations, provides guidance to listed entities according to which the listed entities have the responsibility to make disclosures that are appropriate and would be consistent with the facts of each event and Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 issued under SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which deals with the disclosure of event and information by the listed companies.

~~II.~~ Effective Date

~~The Policy is effective from December 23, 2022.~~

~~III.~~ Applicability

This policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

~~IV.~~ Definition

"Acquisition" shall mean-

- ~~a~~i. acquiring control of the Company, whether directly or indirectly; or
- ~~b~~ii. acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that
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(a)the listed entity holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company; or

(b)there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company;
or
(c)the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30 of the Listing Regulations :

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.~~acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that—~~

~~i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or~~
~~ii. there has been a change in holding from the last disclosure made under sub-clause (i) of clause (b) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.~~

“Agreement” shall include shareholder agreement, joint venture agreement, family settlement agreement (to the extent the same impacts the management and control of the Company) and agreement, treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.

“Board of Directors” or “Board” shall mean the Board of Directors of the Company;

“Committee” means the Audit Committee of the Company as constituted or reconstituted by the Board.

“Company” shall mean Honasa Consumer Limited;

“Compliance Officer” shall mean the Company Secretary of the Company;

“Key Managerial Personnel (KMP)” means

- a. Executive Director(s);
- b. Chief Executive Officer (CEO)
- c. Chief Financial Officer (CFO);
- d. Company Secretary;

“Material Event” or “Material Information” shall mean such event or information as set out in the [Para A of Part A of Schedule III of the Listing Regulations](#) or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Market Sensitive Information” shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the [Listing Regulations](#).

“Officer” means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 ~~and shall include Promoters of the Company.~~

“Policy” means this Policy for determining Materiality of events or information and as may be amended from time to time.

“Promoter” ~~shall have the same meaning as assigned to them respectively in clauses (oo) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. means as assigned to the term in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;~~

“The Listing Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof;

“Securities” means such securities as defined in section 2(h) of Securities Contracts (Regulation) Act, 1956;

“Stock exchange” means the stock exchanges where the Securities of the Company are listed;

“Specified securities” means ‘equity shares’ and ‘convertible securities’ as defined under clause ([zjee](#)) of sub- regulation (1) of regulation 2 of the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 20092018;

“Subsidiary” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013

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

IV. Disclosure of events or information to Stock Exchange:

A. The Company shall make disclosure of ~~any-all~~ events or information ~~as to the stock exchanges on a timely basis~~ given under Para A of Part A of Schedule III to the Listing Regulations to the stock exchanges on a timely basis without applying any criteria or tests of materiality as they are deemed to be material events or information. ~~as follows in line with the Clause VIII:~~

B. The Company shall make disclosure of all events or information as given under Para B of Part A of Schedule III to the Listing Regulations to the stock exchanges on a timely basis based on the threshold limits as prescribed under regulation 30(4) of the Listing Regulations.

~~a. Events or information as stated in Annexure 1.~~

~~b. Events or information as stated in Annexure 2 shall be disclosed based on the application of materiality as referred in Clause VI.~~

Ce. Any other events or information 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.

D. Events or information with respect to subsidiaries which are material for company. Events or information which may have a material effect on the company and/or as specified by the Board of Directors and recommended by Audit Committee of the Company from time to time and/or such other events or information prescribed by the SEBI or any other authority for disclosure from time to time.

Archival Policy

All the above disclosures would be hosted on the website of the Company for a minimum period of five years from the date of such hosting.

Thereafter, the information would be archived under the Heading "Past events/information" in the Investor Relations section and would be retained on the website for such period as may be decided by the Executive Directors or CFO or the Company Secretary of the Company.

V. **Criteria for determination of materiality of events or information & procedure for disclosure thereof:**

Under the revised As per Regulation 30(4) of the Listing Regulations, listed entities are required to assess the materiality of events or information based on the following criteria:

1. Omission Impact:

- If the omission of an event or information is likely to result in discontinuity or alteration of information already publicly available.
- If the omission is expected to result in significant market reaction if it becomes known at a later date.

2. Quantitative Thresholds:

- The event or information is considered material if its value or expected impact exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements.
 - 2% of net worth, as per the last audited consolidated financial statements (not applicable if net worth is negative).
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements.

3. Board's Discretion:

- Events or information that may not meet the above criteria but are considered material in the opinion of the Board of Directors or Key Managerial Personnel.

Additionally, any continuing event or information that becomes material due to these amendments must be disclosed within 30 days from the effective date of the regulations.

Procedure for Disclosure Timelines for Disclosure:

The amended Regulation 30(6) specifies the timelines for disclosing material events or information as soon as reasonably possible and in any case not later than the following:

Board Decisions:

- Disclosure within ~~30~~ **Thirty minutes** from the conclusion of the Board meeting where the decision ~~was made~~ 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.

Events Emanating from Within the Entity:

- Disclosure within ~~12~~ **Twelve hours** ~~off~~ from the occurrence of the event or information, in case the event or information is emanating from within the listed entity:

~~Events Not Emanating from Within the Entity:~~

- Disclosure within ~~24~~ **Twenty Four hours** ~~off~~ 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.

Provided that disclosure of events / information shall be made within the timelines as specified in Part A of Schedule III of the Listing Regulations and SEBI

Circular dated July 13, 2023. These timelines are designed to ensure that investors and stakeholders receive timely and accurate information, thereby promoting market integrity

Procedure for Disclosure of Information:

○ Event Identification

1. Internal teams (finance, legal, compliance) track developments.
2. Employees must escalate potential material events to designated Key Managerial Personnel (KMP).

○ Materiality Assessment

1. The event is reviewed against SEBI LODR criteria and the company's Materiality Policy.
2. If the KMP is uncertain, the Board or Audit Committee may review the matter.

○ Drafting the Disclosure

1. The disclosure must be **clear, factual, and without ambiguity.**
2. It should provide **sufficient details** about the event's impact.
3. If an event is evolving, periodic updates must be provided.

○ Stock Exchange Filings

1. Disclosures must be filed on stock exchange(s) where the company's securities are listed.
2. Formats prescribed by SEBI must be followed.

○ Website Publication

1. Material disclosures must be uploaded on the company's official website.
2. The disclosure should remain accessible for **at least 5 years.**

The company shall consider the following criteria for determination of materiality of an event or information:

- ~~a. The event or information is in any manner unpublished price sensitive information;~~
- ~~b. The omission of disclosure of such event or information shall lead to discontinuity or alteration of event or information already available publicly;~~
- ~~c. The omission of disclosure of such 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 or information shall be considered to have a material effect on the company in case such event or information may have an impact of over 10% of consolidated turnover on the company; and~~
- ~~e. Any other event or information which is treated as being material in the opinion of the Board of Directors of the Company.~~

VI. Authority to certain Key Managerial Personnel

The Executive Directors, CFO & the Company Secretary of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy. They shall be further authorised severally to Suo moto admit or repudiate any report, event or information, which has unauthorizedly made public by media or any other means including but not limited to electronic means. They shall further be authorized to respond to rumours amongst the general public, which has no basis or credentials, in a way which best protects the interest of the Company. Such action taken by these KMPs however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

Contact Details of the Authorized officials:

Honasa Consumer Limited,

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For, HONASA CONSUMER LIMITED

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VARUN ALAGH
CHAIRMAN

Version	Adopted on	Date of amendment	Approved by
V.1.1	December 23, 2022	NA	Board of Directors