

D-Link (India)Limited

Policy for Determining Materiality of Information /Events

1. Objectives

In accordance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“**SEBI Listing Regulations**”), the Board of Directors (the “Board”) of **D-LINK [INDIA] LIMITED** (the “Company”) has formulated and adopted this Policy, for determination of materiality of information/events (“**Material Events Disclosure Policy**”) so that such information can be promptly disclosed to the stock exchanges and made available to all stake holders, as per the prescribed regulations.

This Policy shall be effective from 1stDecember 2015 and amended from time to time.

2. Guidelines for determining materiality of events or Information

An Operating Committee (The Committee), comprising of the Managing Director, the Chief Financial Officer (CFO) and the Company Secretary of the Company, shall regulate the Policy in accordance with the policy approved by the Board of Directors. The Operating Committee shall be the authority to determine the materiality of any information, classify it as a Material Information, and decide the appropriate time at which disclosure is to be made/ filed with the stock exchanges, pursuant to the Regulations. The Company Secretary & Compliance officer shall be the designated officer and / or Key Managerial Persons (KMP) for making disclosures to Stock Exchanges as per Regulation 30. In case the Company Secretary & Compliance officer is unavailable due to any reason, CFO or Managing Director shall make the disclosures to the Stock Exchanges in accordance with Regulation 30.

The Company shall make disclosures of any events or information which in the opinion of the Committee or Board of Directors is material.

Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

3. Criteria for materiality

- a) Quantitative Materiality Thresholds: Such information/events having an impact of 2% or more on the gross turnover or revenues or total income or 2% of the net worth, 5% of the average profit or loss after tax, as per the last three years, whichever is lower as per the audited financial statements of the preceding accounting year.
- b) Qualitative Materiality Criteria: Where in the opinion of the Committee the omission of disclosure of such event or information is likely to result in discontinuity or alteration of event or information already available publicly or result in significant market reaction if the said omission became public at a later date.
- c) In all such cases where the qualitative or quantitative criteria cannot be applied, an event/information may be treated as being material if in the opinion of the Board of Directors or any committee formed by the Board to regulate the policy; the event/information is considered material.

In some cases, to ascertain materiality thresholds as prescribed in clause C above of this policy, cannot be applied, the Operating Committee, in such cases, shall frame their opinion on a case to case basis.

4. Guidelines for materiality assessment

Materiality of events must be determined on a case to case basis depending on the material facts and the circumstances pertaining to the information or event and would be determined based on the qualitative judgement to be exercised by the Committee.

The following criteria will be applicable for determination of materiality of event or information:

- a) the omission of an event or information, which is likely to result in a discontinuity or alteration of an event already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction if the said omission comes to light at a later date;
- c) In case where the above two criteria are 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.

Provided that any confidential information, which in the opinion of the

Committee or the Board of Directors, if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

5. Disclosures

- a) The Company shall first disclose the stock exchange of all events, as specified in Part A of Schedule III, as soon as reasonably possible and not later than the prescribed timelines under the SEBI Listing Regulations from the occurrence of event or information.
- b) The Company, with respect to all disclosures made under this policy, shall update all 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 have been disclosed to stock exchange(s) under this regulation, 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.
- d) The Company shall also disclose all events or information with respect to subsidiaries which are material for the listed entity.
- e) The Company Secretary, or in his absence, CFO shall provide specific and adequate reply to all queries raised by Stock Exchanges in connection with any disclosures made under Regulation 30.
- f) The Company may also, on its own initiative, confirm or deny any reported event or information to stock exchanges.
- g) If the Company is in possession of any information or has knowledge of the occurrence of any event which has not been indicated in Para A or B of Part A of Schedule III of the Regulations, but which may have a material effect on the Company, the Company shall also make disclosures to the stock exchanges in such cases.

6. Policy Administration

The Committee may review the Policy from time to time. Material Changes to the Policy may be reviewed by the Audit Committee or Board of Directors.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any amendments to the Listing Obligations shall mutatis mutandis be deemed to have been incorporated in this Policy.

7. Contact Details

The Committee can be contacted on the following email ID shares@dlink.co.in

