



**POLICY ON DISCLOSURE OF MATERIAL EVENTS AND
INFORMATION**

SWARA BABY PRODUCTS LIMITED

Policy	Determination of Materiality of events/information
Date of Approval	June 27, 2026
Version	1.0

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. Preamble

Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations"), mandates a listing entity to frame a policy for determination of materiality, based on criteria specified therein and the policy needs to be approved by the Board of Directors. The policy is also required to be hosted on the website of the Company.

The determination of materiality is for the purpose of determining the events and information which are material or price sensitive for the purpose of making disclosure to BSE Limited and National Stock Exchange of India Limited.

The Policy applies in respect of disclosure of material events/information and aims at ensuring all investors have adequate and timely information and to communicate the principles of materiality based on which the Company shall make disclosures of events/information. This policy is in addition to, and does not derogate from, the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which deals with dissemination of Unpublished Price Sensitive Information (also referred to as material non—public information).

2. Definitions

- a. **"Act"** means the Companies Act, 2013 including the rules, schedules, clarifications, and guidelines issued by the Ministry of Corporate Affairs and any amendment thereto and/or modification thereof from time to time.
- b. **"Board"** refers to the Board of Directors of Swara Baby Products Private Limited.
- c. **"Company"** refers to Swara Baby Products Limited
- d. **"SEBI (LODR) Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendment thereto and/or modification thereof from time to time, and includes any circulars, guidelines, and directions issued thereunder or in relation thereto.
- e. **"Mainstream Media"** shall have the meaning prescribed to such term under the SEBI (LODR) Regulations read with related SEBI Circulars, Notifications, Guidance Note, and Industry Standards as recognised by the SEBI.
- f. **"Senior Management Personnel"** shall have the same meaning as prescribed under the Code of Conduct for Board Members and Senior Management Personnel.
- g. **"Subsidiary(s)"** shall mean subsidiaries of the Company as defined under the Act. Words, terms, and expressions used herein, but not defined in this Policy, shall have the meaning as set out in the (i) SEBI (LODR) Regulation, (ii) Act, (iii) Securities and Exchange Board of India Act, 1992, and (iv) any other law applicable to the Company for the time being in force and/or as may be restated and/or modified from time to time.

3. Criteria for Determination of Materiality

Materiality must be determined on a case-to-case basis depending on the material facts and circumstances pertaining to the information or event. The Company shall consider the following criteria for determination of materiality of events/information which are subject to the factors mentioned below:

Qualitative Criteria

- 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

Quantitative Criteria

- a. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
 - 2% (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;
 - 5% (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.

in case where the criteria specified in (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of Company or the Managing Director & and the CFO & Company Secretary of the Company, the event/information is considered material.

As specified in Para C of Part A of Schedule III of the SEBI (LODR) Regulations, the Company shall promptly disclose any other information/event viz. major development that is likely to affect business 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 Company, shall confirm, deny, or clarify, any reported event/information in the Mainstream Media, which is not general in nature, and which indicates that rumour of an impending specific event or information is circulating amongst the investing public; provided such rumour results in a material price movement in the shares of the Company, determined in the manner prescribed under Regulation 30 of the SEBI (LODR) Regulations read with the related SEBI Circulars, Notifications, Guidance Note, and Industry Standards from time to time.

Notwithstanding anything stated above, the Board of Directors of the Company may prescribe any other criteria, from time to time, to determine materiality of events/information under this Policy. However, such criteria shall not dilute the requirements prescribed under the SEBI (LODR) Regulations.

4. Disclosure of Events or Information

The Company shall make disclosures of any events or information which in the opinion of the Board of Directors is material or required under the SEBI (LODR) Regulations.

The Company will also disclose to the Stock Exchanges, with respect to its Subsidiaries, events and information which are material for the Company.

As per the SEBI (LODR) Regulations the events that need to be disclosed are as follows:

Category 1: Events have to be necessarily disclosed without applying any test of materiality. The events indicated in Para A of Part A of Schedule III of the SEBI (LODR) Regulations.

Category 2: Events should be disclosed upon application of the guidelines for materiality as stated in the above clause 2. These events are indicated in Para B of Part A of Schedule III of the SEBI (LODR) Regulations.

5. Time Limit for The Disclosure

The Company shall disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this policy and Regulation 30 of SEBI (LODR) Regulations as soon as reasonably possible and in any case not later than the following:

- i. 30 (thirty) minutes from the closure of the meeting of the Board of Directors of the Company for all material events/ information for which decision is taken in a Board meeting;
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.
- ii. 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of subparagraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company 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 72 (seventy-two) hours of receipt of the notice by the Company.

However, the disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI (LODR) Regulations shall be made within such timelines as may be specified from time to time.

In case the disclosure is made after the time limit specified under Regulation 30 of SEBI (LODR) Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

6. Person(s) Responsible for Disclosure

The Board of Directors of the Company has authorised Managing Director, Chief Financial Officer and Company Secretary ("Authorised Persons") to determine the materiality of an event or information after taking into account various provisions of the SEBI (LODR) Regulations and this Policy for making appropriate disclosures on a timely basis. The Authorised Persons are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they deem fit. Details of the Authorised Persons shall be disclosed to the Stock Exchanges and on the Company's website.

The contact details of the persons authorised to determine materiality of events under this Policy are as follows:

Name of the Authorised Person	Contact
Mr. Alok Birla Chairman and Managing Director	Email: alok.birla@swarababy.com
Mr. Ravindra Sancheti Chief Financial Officer	Email: ravindra.sancheti@swarababy.com
Mr. Tushar Gunjalkar Company Secretary and Compliance Officer	Email: cs@swarababy.com Contact: +91 731 4038927

7. Procedure for Disclosure

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the SEBI (LODR) Regulations, an internal system to determine the materiality of an event or information is made.

Under the system, all senior management personnel who are responsible for relevant areas of the Company's operations must inform immediately to the Authorised Persons and Company Secretary and/or such other employees of the Company authorised by them in this regard with adequate information/data to facilitate a prompt and appropriate disclosure to the stock exchanges, about occurrence of any event or information as per Para A and Para B of Part A of Schedule III of the Listing Regulations, relating to the Company and/or the Subsidiaries (to the extent such information is material for the Company) .

On receipt of communication of such event or information, the matter will be reviewed and assessed by the "Authorised Persons" in regard to its accuracy and materiality of such event or information in terms of SEBI (LODR) Regulations and this policy. Where the Company is not certain about materiality of event/information, it may refer the matter for the external legal advice expeditiously. On completion of the assessment, the Company Secretary shall, if required, make appropriate disclosure(s) to the stock exchanges.

8. Events/Information with respect to subsidiaries

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

9. Policy Review

The Authorized Persons may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors of the Company.

If there is any inconsistency between the terms of the Policy and the SEBI (LODR) Regulations, the provisions of the SEBI (LODR) Regulations shall prevail. Any amendments to the SEBI (LODR) Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

10. Website

As per the provisions of the SEBI (LODR) Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to Stock Exchanges under the SEBI (LODR) Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company. This Policy and every subsequent modification, alteration or amendment made thereto, shall be promptly disclosed on the Company's website.
