

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

PREFACE

The Main objective of this document is to adopt a policy regarding disclosure of material events/information pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

This policy shall become applicable to all the listed Companies with effect from 1st December 2015, in terms of Regulation 30 of Chapter IV of the Listing Agreement. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR Amendments”) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”).

POLICY OBJECTIVE AND SCOPE

To determine those events and information, which in the opinion of the Board are classified as “Material” and need to be disclosed to the Stock Exchanges as per the time frame described in Regulation 30 of the SEBI Listing Regulations.

The main purpose of this policy is to adopt a method for systematic identification, categorization, review and disclosure of all those information or events which are identified as “Material” or not, but which have an impact on the performance of the Company and which materially affect the share prices of the Company.

DEFINITIONS

All the words and expressions used in this policy shall have the meaning respectively assigned to them under the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act 2013, and the Rules, Circulars, Notifications, made/issued thereunder, as amended from time to time.

AUTHORITY FOR DETERMIANTION OF MATERIALITY OF EVENTS/ INFORMATION

1. The Key Managerial personnel comprising of the Managing Director, Whole-time Director, Chief Finance Officer, and the Company Secretary be and are hereby jointly and severally authorized to determine the materiality or otherwise of an information or event in terms of SEBI Regulations.

2. The authorized persons shall also decide the appropriate period or stage, subject to SEBI regulations, at which disclosure is to be filed with the stock exchanges, including any details that may be filed. The Authorized Persons may disseminate the disclosures to the Stock Exchanges either by themselves or through the company secretary.

3. The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this Policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons

MATERIALITY ASSESSMENT

1. Any information or event should be regarded as “material”, if it meets the qualitative and/ or quantitative criteria for materiality set out in this Policy or is deemed to be material under the Applicable Laws. Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event, and Applicable Laws.

2. Events listed in Para A – Part A of Schedule III of Listing Regulations, shall be deemed to be material and shall be disclosed without application of materiality criteria.

3. Events/information listed in Para B – Part A of Schedule III of the Listing Regulations, shall be considered material if it satisfies the materiality criteria stated below:

I. Qualitative Criteria

- (a) the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date; or

II. Quantitative Criteria

If the value or the expected impact in terms of value of such event or information exceeds the lower of the following:

- (1) two percent of turnover, as per the last audited consolidated financial statements;
- (2) two percent of net worth, as per the last audited consolidated financial statements, except in case the arithmetic value of the net worth is negative;
- (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements;

4. To determine the materiality of other events/information which are not covered under 2 or 3 above, relevant qualitative and quantitative criteria, as may be determined by the Board of Directors of the Company from time to time, shall be considered. For instance, for contracts (including contracts with customers/clients) which are in the normal course of the Company's business, such contracts will be considered material and disclosed if either (i) the estimated annual contract value (ACV) of such contract; or (ii) the highest annual estimated revenue computed based on the contract terms/ payment receivable by the Company as per its payment schedule, exceeds 2% of the Company's revenue as per its last audited annual consolidated financial statements.

5. 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 Listing Regulations.

TIMELINE FOR DISCLOSURE

The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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.

¹Provided 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:

¹Provided 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) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity.

(iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

¹Provided 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 ¹further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

¹Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors

WEBSITE UPDATE/UPDATES TO STOCK EXCHANGES

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall continue to keep it posted for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

POLICY REVIEW AND APPROVAL

The Policy shall be subject to review as may be deemed necessary to comply with any regulatory amendments or statutory modifications or subject to necessary approval of the Board of Directors. The Policy was approved by the Board of Directors at their meeting held on 28 January 2025.

¹ *Modifications made on 28.01.2025*