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# POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS FOR DISCLOSURE TO STOCK EXCHANGES

## HISTORY OF AMENDMENT

| S.no | Version no. | Prepared by | Approved by | Date of Approval / Amendment | Reason for new review |
|---|---|---|---|---|---|
| 1. | 1 | Compliance Officer | Board of Directors | 01st December, 2015 | Adoption of the Policy |
| 2. | 1.1 | Compliance Officer | Board of Directors | 27th May, 2024 | Regulatory requirement |
| 3. | 1.2 | Compliance Officer | Board of Directors | 26th May, 2025 | Regulatory requirement |
| 4. | 1.3 | Compliance Officer | Board of Directors | 4th November, 2026 | Regulatory requirement |

# POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS FOR DISCLOSURE TO STOCK EXCHANGES

## 1. INTRODUCTION

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every Listed Company, whose specified securities are listed on any recognized stock exchange(s) to frame a Policy for Determination of Materiality of Event or Information ("Policy"), duly approved by the Board of Directors.

The objectives of this Policy are:

1. To determine materiality of event/information for the purpose of disclosure to Stock Exchanges as required under Listing Regulations.

2. To ensure that the information disclosed by the Company to stock exchanges is accurate, timely and transparent.

3. To assist the relevant employees of the company in identifying any potential material event or information and reporting the same to the authorized persons, in terms of sub-regulation (5) of Regulation 30, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

## 2. DEFINITIONS

"**Company**" means Saksoft Limited.

"**Material Event/Information**" means events/ information in terms of Part A of Schedule III of Listing Regulations.

"**Material Subsidiary**" shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

"**Policy**" means '**Policy for Determination of Materiality of Event or Information**'.

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

"**Specified securities**" means 'equity shares' and 'convertible securities' as defined under clause (eee) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

## 3. POLICY

### A. Applicability

This Policy is applicable for determination of materiality of events/ information in terms of Part A of Schedule III of Listing Regulations, and disclosure thereof to Stock Exchange(s).

### B. Authorised Persons to determine materiality of event/information

The Managing Director and the Chief Financial Officer ('**Authorised Persons**') are severally authorized to determine materiality of an event/information. The Chief Financial Officer and the Company Secretary are severally authorized to make appropriate disclosure(s) to Stock Exchange(s).

The contact details of the authorized persons are available on the website of the Company https://www.saksoft.com/investor/investor-contact-details/.

It is clarified that the event/information may pertain to the Company and/or its Material Subsidiary. The Company shall host on its website, all events / information which have been disclosed to stock exchange(s) under the Listing Regulations, and such disclosures shall be maintained on the website for a minimum period of five years, and thereafter, as per the archival policy of the Company.

### C. Criterion for Determination of Materiality

Events/information specified under Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations shall be disclosed by the Company to Stock Exchange(s) without application of the guidelines for materiality.

Events/information which are classified as material under Regulation 30 read with para A of Part A of Schedule III and Events / information classified as material on application of the guidelines of materiality as specified under Regulation 30 read with Para B of Part A of Schedule III of Listing Regulations, shall be disclosed as soon as reasonably possible, but not later than:

- thirty minutes from closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- twelve hours from occurrence of the event or information, in case the event or information is emanating from within the Company;
- twenty-four hours from occurrence of the event or information, in case the event or information is not emanating from within the Company

Disclosure with respect to events for which timeline has been specified in Part A of Schedule III, shall be made within such timeline.

Stated below the criterion/ thresholds shall be considered for determination of materiality of events and information.

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.

3.1 Qualitative Materiality Criterion

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;

3.2 Quantitative Materiality Thresholds

a. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
    - two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
    - 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 listed entity.

These thresholds shall be determined on the basis of audited consolidated financial statements of the Company for the preceding financial year.

In case where the criterion specified in clauses (3.1) and (3.2) above are not applicable, an event/ information may be treated being material, if in the opinion of the Board of Directors of the Company, the event or information is considered material.

The Company shall, with respect to disclosures referred in the relevant regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations

However, in certain instances, all the three parameters specified above may not be relevant to an event. Thus, the materiality provisions of Listing Regulations can be complied as separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a certain threshold would be relevant and applicable depending on the nature of the event/ information being assessed.
For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Accordingly, for every event / information listed in Para B - Part A of Schedule III of the Listing Regulations, reference can be made to the ISF note or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges from time to time.

## 4. AMENDMENT

This Policy shall be reviewed as and when required, to meet the objectives of the relevant regulations and remains effective.

All statutory amendments in the Act and rules made there under or Listing Regulations or other applicable regulations shall be effective and binding even if such amendments are not incorporated in the Policy herein. The Policy for determination of materiality shall not dilute any requirement specified under the Listing Regulations.

For administrative convenience, any change in the policy herein shall be made by the Company Secretary in consultation with the Managing Director/ Chief Financial Officer. Apart from administrative convenience any statutory amendments, any material changes that substantially impacts the implementation of the existing Policy shall be approved by the Board of Directors.

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