

POLICY FOR DETERMINATION OF MATERIALITY OF
EVENTS & INFORMATION

Contents

1. INTRODUCTION	3
2. OBJECTIVE	3
3. SCOPE AND LIMITATION	3
4. DEFINITIONS.....	3
5. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS.....	4
6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION	5
7. DISCLOSURES	6
8. REPLY TO QUERIES.....	7
9. COMMUNICATION AND DISSEMINATION OF THE POLICY.....	7
10. AMENDMENTS	7
11. EFFECTIVE DATE	7
12. REVIEW	7
Annexure I	8

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Syrma SGS Technology Limited (the “**Company**”) has approved the policy for the determination of materiality of events & information (the “**Policy**”) at its Meeting held on November 20, 2021. The Policy is framed in accordance with the requirements of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) as amended from time to time.

2. OBJECTIVE

- 2.1 The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

3. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations / the Companies Act, 2013 or any other statutory enactments, rules, the provisions of the Listing Regulations / the Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

4. DEFINITIONS

- 4.1 “**Act**” shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars, or re-enactment thereof.
- 4.2 “**Board of Directors**” or “**Board**” shall mean the Board of Directors of Syrma SGS Technology Limited (“the Company”), as constituted from time to time.
- 4.3 “**Company**” shall mean Syrma SGS Technology Limited.
- 4.4 “**Uniform Listing Agreement**” shall mean an agreement entered or proposed to be entered into between a recognized stock exchanges and the Company pursuant to Listing Regulations, as amended from time to time.
- 4.5 “**Material Events**” or “**Material Information**” shall mean such events or information as set out in the Paragraph A and Paragraph B of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or as may be determined in terms of Clause 6 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.
- 4.6 “**Policy**” shall mean this Policy for Determination of Materiality of events & information and

as amended from time to time.

- 4.7 **“Listing Regulations”** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars, or re-enactment thereof.
- 4.8 **“Schedule”** shall mean Schedule III of Listing Regulations.
- 4.9 Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.
- 4.10 Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
- 4.11 Words importing the masculine gender also include the feminine gender and neutral gender.
- 4.12 **“Normal course of business”** shall be determined on the basis of various factors like object clause of memorandum, historical practice of the company, frequency of such transaction and such other factors as may be determined by the board from time to time etc.

5. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS

- 5.1 The respective heads of various departments (**“Designated Officers”**) who are responsible for relevant areas of the Company’s operations to which any item of information relates must report to Executive Chairman, Managing Director/Whole-Time Director, Chief Executive Officer(s) or Chief Financial Officer (CFO), Company Secretary (CS) of the Company (hereafter referred as **“Key Managerial Personnel”**) any event / information which is material as defined in this Policy or of which Designated Officer is unsure as to its materiality in Annexure I. The company secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.
- 5.2 On receipt of a communication of a potential material event / information, the Key Managerial Personnel shall:
- A. Review the event / information and take necessary steps to verify its accuracy;
 - B. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations and this Policy and take necessary actions as per Clause 6 of this Policy.
- 5.3 The board of directors of the Company has authorized the Executive Chairman and Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) and the contact details of such personnel have also been uploaded on the website of the Company. If the Key Managerial Personnel are not certain about the materiality of any event / information, they may refer matter to Board of directors for discussion or go for external legal advice for appropriate guidance thereafter.

6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- 6.1 Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event / information.
- 6.2 Events specified in Paragraph A of Part A of Schedule III of the Listing Regulations are deemed to be material events and the Company shall make disclosure of such events.
- 6.3 The following criteria for determining the materiality of an event / information shall be considered by the Company to make disclosure of events specified in Paragraph B of Part A of Schedule III of the Listing Regulations:
- 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, which is likely to result in significant market reaction if the said omission came to light at a later date;
 - C. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. 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;
 - iii. 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.
 - D. In case where the criteria specified in sub-clauses (A), (B) and (C) above is 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.
- 6.4 Material events/information including events specified in Paragraph A and Paragraph B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company as soon as reasonably possible but not later than the time frame/period as mentioned under Clause 8 in this policy. Disclosure can be made from the occurrence of such event or information in the following manner:
- A. Inform the stock exchanges on which the securities of the Company are listed;
 - B. Upload on the corporate website of the Company.
 - C. Such other manner as may be required under Act/Regulations.
- 6.5 Provided that in case the disclosure of occurrence of such event or information is made after the prescribed time frame/period under the Act/Regulations, the Company shall along with such disclosure(s) provide an explanation for the delay.

Provided further that disclosure with respect to events specified in Point 4 (Outcome of Meetings of Board of Directors) of Paragraph A of Part A of Schedule III of the Listing Regulations, shall be made within the timeline as mentioned in Clause 8 of this policy.

- 6.6 The Company shall make the disclosure of events/information as specified in Para B of Part A of Schedule III of the Listing Regulations based on application of guidelines for determining Materiality as per Clause 6.3 of this Policy.
- 6.7 All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's policy for preservation and archival of documents.
- 6.8 The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

7. DISCLOSURES

The Company shall disclose all events or information which are material in accordance with the Policy 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;

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 Company 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. twelve-hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. 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 sub-paragraph 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 seventy-two hours of receipt of the notice by the Company.

Provided further that disclosure with respect to events for which timelines have been

specified in Part A of Schedule III shall be made within such timelines.

Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of any event/ information as specified by the Board from time to time.

8. REPLY TO QUERIES

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

9. COMMUNICATION AND DISSEMINATION OF THE POLICY

This Policy (including any amendments thereto hereafter) after duly approved by the Board of Directors shall be notified and communicated to all employees / functional head of respective departments of the Company by the Executive Directors/HR head. The new employees shall be informed about the Policy by the human resource and administration departments. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company.

10. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy. The Policy is subject to review from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

11. EFFECTIVE DATE

This Policy is effective from November 20, 2021.

Amended: (The Board of Directors of the company at its meeting held on August 01, 2023, had discussed, and amended the policy. Thus, the policy has been amended to bring it in line with the amendments to Listing Regulations with effect from July 14, 2023.)

(The Board of Directors of the company at its meeting held on January 28, 2025, had discussed, and further amended the policy to bring it in line with the amendments made in the Listing Regulations.)

12. REVIEW

The Board, however, may review this policy as and when it deems appropriate. This policy is being formulated keeping in mind the applicable laws, rules, regulations and standards in India. If there is an amendment in such laws, rules, regulations and standards, then this Policy shall be deemed to have been amended to the extent of such amendment. Also, if due to subsequent amendment in the laws, this Policy or any part hereof becomes inconsistent with the law, the provisions of law shall prevail and this Policy shall be deemed to be amended to that extent.

Annexure I

Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer/Designated Person)

SN	Question	Remarks
1	Name of the Department	
2	Name and Designation of originator of Information	
3	Details of events/Information	
4	Analysis/working, if any. (For impact of such information on Company)	
5	Source of Information	
6	Calendar of Events/milestones (date wise)	
7	Name of Persons with whom such information is shared along with PAN/other identifier detail in absence of PAN (internal/external)	

I, _____, hereby undertake that the aforementioned information provided by the undersigned is true and to the best of my knowledge. The information is provided in compliance with the Regulation 30 of the SEBI (Listed Obligations and disclosure requirements). The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the circumstances:

- a) Under any proceedings or pursuant to any order of courts or tribunals.
- b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c) In compliance with applicable laws, regulations, rules, and requirements.
- d) In order to fulfil his/her duties/obligations

Name and Signature:

Place:

Date: