

**POLICY FOR DETERMINING MATERIALITY OF INFORMATION /EVENTS BY  
COMPANIES FOR DISCLOSURE TO STOCK EXCHANGES**

**1. INTRODUCTION**

Securities Exchange Board of India has formulated the SEBI (Listing Obligations and Disclosure Requirements), 2015 which replaces the existing listing agreement. The same shall come into force with effect from 1<sup>st</sup> December, 2015.

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“**Regulations**”), the Board of Directors (the “Board”) of Smartlink Holdings Limited (the “Company”) provides that the Company has to formulate and adopt a 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 1<sup>st</sup> December, 2015 and the amended Policy, shall be effective from 03<sup>rd</sup> August, 2023.

**2. OBJECTIVE**

The Policy aims to provide a framework for determining materiality of events and information for the purpose of making disclosure to Stock Exchanges in terms of sub-regulations 2 and 3 of Regulation 30 of Listing Regulations.

**3. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION**

The company shall consider the following criteria for determination of materiality of events and information:

- a. The omission of an event or information which is likely to:
  - i. result in a discontinuity or alteration of an event or information already available publicly; or
  - ii. result in significant market reaction if the said omission came to light at a later date;
- b. 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; or
  - ii. Two percent of net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company;
  - 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

Accordingly, any transactions exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered for the above purposes.

- c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

#### **4. DISCLOSURES**

- 4.1** The events mentioned in PART-A: Disclosures of Events or Information as per Schedule III of the Regulations shall be disclosed without any application of the guidelines of materiality. The indicative list of such events contained in the Regulations shall form part of this policy. **(Sub regulation (4) of Regulation 30).**
- 4.2** The events and information conforming to the materiality thresholds as specified in Clause 3 above for the purpose of disclosure to the Stock Exchanges in terms of Regulation 30 (3) of the Listing Regulations shall be as contained in Annexure - A and shall form part of this policy.
- 4.3** The Company shall disclose the information to the Stock exchanges in accordance with the Regulations and circulars issued by SEBI from time to time.
- 4.4** The Company shall disclose on its website all such events or information which has 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.
- 4.5** The Company shall also disclose any other event or information to the Stock Exchanges which is considered material by the Board of Directors of the Company.

#### **5. AUTHORITY**

- 5.1.** The Board of Directors of the Company has authorised the Key Managerial personnel i.e., the Whole Time Director/ Executive Chairman, Chief Financial Officer and Company Secretary ("Authorised persons"), acting severally, to determine the materiality of any event/information for the purpose of disclosure to the Stock Exchanges.
- 5.2** Normally, the Company Secretary shall make necessary disclosures of events or information to the Stock Exchanges under Regulation 30 of Listing Regulations. However, such disclosures can also be made either by Chief Financial Officer or Whole Time Director/Executive Chairman of the Company.

## **6. AMENDMENT**

This Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. In case any provisions in this policy, which is inconsistent with the provisions of Companies Act, 2013 and any rules made thereunder and Listing Regulations, (“Statutory Enactments”) the provisions of statutory enactments shall prevail. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

**ANNEXURE – A**

<b>Sr. No.</b>	<b>Event / Information</b>
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
3.	Capacity addition or product launch
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business..
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6.	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety, by whatever named called for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.