



**POLICY FOR DETERMINATION OF
MATERIALITY OF EVENTS/INFORMATION**

OF

SIGNATUREGLOBAL (INDIA) LIMITED

(Formerly known as Signatureglobal (India) Private Limited)

(Originally approved by the Board on 23.06.2022)

(Amended by the Board on 09.11.2023)



1. BACKGROUND

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), requires a listed company to frame a policy for determination of materiality for disclosure of events or information (“**Policy**”) to Stock Exchanges, based on the criteria specified in the SEBI Listing Regulations. The Policy is also required to be disclosed on the website of the Company.

2. SCOPE OF THE POLICY

The Policy will be applicable to all the events which fall under the criteria as prescribed under the Listing Regulations. This Policy shall be read along with the Company’s policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

3. KEY MANAGERIAL PERSONNEL AUTHORIZED TO DETERMINE MATERIALITY

The Managing Director/Company Secretary/ Chief Financial Officer of the Company, will be the authorized Key Managerial Personnel (“**KMP**”) to determine the materiality of an event or information and for the purpose of advising on the disclosure to the stock exchange(s).

4. DISCLOSURES OF EVENTS OR INFORMATION TO STOCK EXCHANGES

The events or information which will be necessary to be disclosed to the Stock Exchanges are divided into three categories as specified in Part A of Schedule III of the SEBI Listing Regulations:

- (a) **Events whose disclosure is mandatory and which would need to be disclosed without any application of the test / guidelines for materiality.**

The events prescribed under Para A of Part A of the Schedule III of the Listing Regulations, as prescribed from time to time.

- (b) **Events which will be disclosed to the Stock Exchanges based on the test of materiality.**

The events prescribed under Para B of Part A of the Schedule III of the Listing Regulations, as prescribed from time to time. will be disclosed based on the application of the Criteria for test of materiality.

Criteria for Assessing Materiality

The following criteria will be applicable for determining materiality of event or information:

- (i) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (ii) 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

- (iii) 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 per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
 - 2% (two per cent) of consolidated 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); or
 - 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

Average of absolute value of profit or loss is required to be calculated by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- (iv) in a case where the criteria specified in (i)(ii) and (iii) is not applicable, any event / information which in the opinion of the board of the Company, is considered material and needs disclosure.

The KMP authorised under this Policy will determine on the disclosure of events or information to the Stock Exchanges based on the application of the test of materiality as mentioned above. In addition to this, the KMP while determining the materiality will do so on a case to case basis depending on specific facts / circumstances relating to the information / event and apply such other qualitative / quantitative criteria if required and as may be deemed appropriate to the events prescribed under Para B of Part A of the Schedule III of the Listing Regulations, as prescribed from time to time.

- (c) Any other event / information that is likely to affect business.

Such events may include but not be limited to the following:

- Change in accounting policy that may have a significant impact on the accounts of the Company.
- Any other event which is in the nature of major development that is likely to affect business of the Company.
- Any other information exclusively known to the Company which may be necessary to be disseminated to enable the holders of the securities of the Company to apprise its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of Para (a), (b) and (c) above, the Company may make disclosures of any event/information as specified by the Board from time to time.

PROCEDURE FOR DISCLOSURE OF MATERIAL EVENTS

In order to ensure the compliance with the disclosure obligations under Regulations 30 of the Listing Regulations, the Board has established an internal system for reporting any event or information which may require disclosure so that the event or information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges.

Under the system, Senior Management Personnel, Head of Departments, Project Head, Business Heads etc., who are responsible for relevant areas of the Company's operations (Responsible Officer(s)) must report to the Authorized Persons about any such events for which disclosure is required to be submitted with the stock exchange(s).

On receipt of communication of material event or information the matter will be reviewed and accessed with regard to its accuracy and necessity of disclosures of such event or information in terms of this policy. Where the Company is not certain about materiality of event/information, it may refer the matter to the external legal advice.

For disclosing the event / information, the company, on the basis of inputs received from the Responsible Persons, the Company will prepare a draft announcement for disclosure to the Stock Exchanges and will be disclosed within the time limit as allowed under the Listing Regulations.

5. GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURRED

- 5.1** The events / information shall be said to have occurred upon approval of board of the Company in certain events, for example further issue of capital by rights issuance and in certain events / information after receipt of approval of both i.e. board of the Company and shareholders of the Company.
- 5.2** Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the board of the Company pending shareholder's approval.
- 5.3** Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event / information.

OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMPs FOR DISCLOSURE

Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the authorized KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.

The authorised KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.

On completion of the assessment, the authorised KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

6. DISCLOSURES ON WEBSITE

The Company shall disclose on its website all such events or information which has been disseminated to the Stock Exchanges under this Policy 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 process followed by the Company.

7. **AMENDMENTS TO THE POLICY**

The Board of Directors on its own can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

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