

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION FOR MAKING DISCLOSURES TO THE STOCK EXCHANGE

### 1. Preamble

The Board of Directors (the “Board”) of SecureKloud Technologies Limited (the “Company”) have adopted the following policy and procedures regarding disclosure of material events which are necessary to be disclosed to the stock exchanges and hosted on the website of the Company based on criteria and has been adopted as part of this policy.

The Board may review and amend this policy from time to time.

This Policy is formulated in compliance with the terms of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

### 2. Definitions

- a) “Act” means the Companies Act, 2013 (and the Rules).
- b) “Board” means the Board of Directors of the Company, as constituted from time to time.
- c) “Company” means SecureKloud Technologies Limited
- d) “Key Managerial Personnel” “KMP(s)” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- e) “SEBI Regulations” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) “Policy” means policy for the determination of materiality of events and information, as amended from time to time.
- g) “SEBI” means the Securities and Exchange Board of India
- h) “Rules” means the rules made under the Companies Act, 2013.
- i) “Stock Exchange(s)” means BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

### 3. Objective

Objective of this Policy is

- a) to determine materiality of events and/or information relating to the Company;
- b) to ensure that such information and/or event is adequately and timely disseminated, in pursuance of the Regulations, to the Stock Exchanges; and
- c) to provide an overall governance framework for such determination of materiality.

### 4. Events which are deemed to be material events

The events stated out in Para A, Part A of Schedule III of the SEBI (LODR) Regulations, 2015 are deemed to be material and are required to be disclosed to the stock exchanges within 24 hours from the occurrence of the event, except for those information which has to be disclosed within 30 minutes. The list of events/ information have been enumerated in Annexure – 1 to this policy.

### 5. Events which are dependent on application of guidelines for materiality

The events stated out in Para B, Part A of Schedule III of the SEBI (LODR) Regulations, are deemed to be events which are to be disclosed based on application of guidelines for materiality as stated



out in Para 6 of this Policy. The list of events/ information have been enumerated in Annexure – 2 to this Policy.

## 6. Guidelines for determining materiality of events or information

The following criteria shall be considered for determination of materiality of events or information:

- 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;
- c) In case where the criterion specified in sub-clauses (a) and (b) 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.

If the key managerial personnel are not certain about deciding on the materiality of any event/ information, they may refer matter for external legal advice for appropriate guidance thereafter.

## 7. Flow of Information and Disclosure

Where the Directors become aware of any information as specified in Annexure 1, including those which can be regarded 'Deemed Material'; the same shall be promptly informed to the Company Secretary.

The Company Secretary shall ensure that relevant information in connection with all material events (including Deemed Material Events) and the information which is price sensitive shall be disseminated to the Stock Exchanges as mandated, or as promptly as practicable, as per the provisions of Regulation 30 of the SEBI Regulations.

Such information shall also be hosted on the website of the Company for a minimum period of five years.

## 8. Authority

- a) The Board of Directors of the Company has jointly or severally authorised the Whole-time Directors and Chief Financial Officer to determine the materiality of any event/ information (including that of its subsidiaries) for the purpose of disclosure to the Stock Exchanges.
- b) The Company Secretary is authorised to make necessary disclosures of events or information to the Stock Exchanges under Regulation 30 of SEBI (LODR) Regulations, 2015.

| Name                | Designation                        | Contact Details  | Authorised to  |
|---------------------|------------------------------------|--|--|
| Suresh Venkatachari | Chairman & Chief Executive Officer | <a href="mailto:sureshv@securecloud.com">sureshv@securecloud.com</a> | Determine materiality and disclose to stock exchange |
| S. Ramachandran     | Chief Financial Officer            | <a href="mailto:ram.s@securecloud.com">ram.s@securecloud.com</a>     | Determine materiality and disclose to stock exchange |



|                    |  |  |                            |
|--------------------|--|--|----------------------------|
| Roshini Selvakumar | Company Secretary and Compliance Officer | <a href="mailto:roshini.s@securekloud.com">roshini.s@securekloud.com</a> | Disclose to stock exchange |
|--------------------|--|--|----------------------------|

## 9. 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 of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and SEBI (LODR) Regulations, 2015, the provisions of Statutory Provisions shall prevail.



## ANNEXURE – 1

### A. Events which shall be disclosed without any application of the guidelines for materiality, within 24 hours from the occurrence of event or information:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation – For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
  - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
  - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s)

4. Outcome of Meetings of the board of directors:

The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- b)** any cancellation of dividend with reasons thereof;
- c) the decision on buyback of securities;
- d) the decision with respect to fund raising proposed to be undertaken
- e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- g) short particulars of any other alterations of capital, including calls;
- h) financial results;
- i) decision on voluntary delisting by the listed entity from stock exchange(s):

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.



- 7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
- a) The letter of resignation along with] detailed reasons for the resignation as given by the said director.
    - (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
  - b) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
  - c) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
8. Appointment or discontinuation of share transfer agent.
  9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
    - (i) Decision to initiate resolution of loans/borrowings;
    - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
    - (iii) Finalization of Resolution Plan;
    - (iv) Implementation of Resolution Plan;
    - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
  10. One time settlement with a bank.
  11. Reference to BIFR and winding-up petition filed by any party / creditors.
  12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
  13. Proceedings of Annual and extraordinary general meetings of the listed entity.
  14. Amendments to memorandum and articles of association of listed entity, in brief.
  15. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.
    - (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
      - (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
      - (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.;
  16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
    - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
    - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
    - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
    - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;



- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
  - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
    - (i) Pre and Post net-worth of the company;
    - (ii) Details of assets of the company post CIRP;
    - (iii) Details of securities continuing to be imposed on the companies' assets;
    - (iv) Other material liabilities imposed on the company;
    - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    - (vi) Details of funds infused in the company, creditors paid-off;
    - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
    - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
    - (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
    - (x) Brief description of business strategy.
  - m) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
  - o) Quarterly disclosure of the status of achieving the MPS;
  - p) The details as to the delisting plans, if any approved in the resolution plan.
17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b) Final forensic audit report (other than for forensic audit initiated by regulatory/enforcement agencies) on receipt by the listed entity along with comments of the management, if any.



## ANNEXURE – 2

### B. Events which shall be disclosed upon application of the guidelines for materiality

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or 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) (as a borrower) 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

C. Any other information / event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

D. Without prejudice to the generality of Annexure A and B above, the Company may make disclosures of event / information as specified by the Board from time to time.

