

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

## **1. PURPOSE OF POLICY**

Netweb Technologies India Limited [**“Company”**] in alignment with regulation 30(4)(ii) of the Securities and Exchange Board of India, (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended, adopts this policy on Determination of **Materiality of Events or Information [“Policy”]**, having influence on the Company as well as any price sensitive information and ensure timely and adequate dissemination of information to the stock exchanges.

This Policy has been formulated in accordance with the guidelines laid down by the Securities Exchange Board of India (“SEBI”), under Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with respect to the disclosure of events and information which in the opinion of the Board of Directors of the Company, is material as well as have any price sensitive information.

This Policy was originally approved by the Board of Directors of the Company on 14.03.2023. The Policy shall be effective from the date of approval of the Board. This policy is approved by the Board on 24.03.2025

## **2. DEFINITIONS**

All the terms and expressions used in the policy, unless defined herein after shall have the same meanings respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notification and Circulars made/issued thereunder, as amended from time to time.

In this policy unless the context otherwise requires-

- a. **“Act”** means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b. **“Authorized Key Managerial Persons”** shall have the same meaning ascribed to it under clause VII of this Policy.
- c. **“Board” or “Board of Directors”** shall mean the Board of Directors of Netweb Technologies India Limited, as may be re-constituted from time to time.
- d. **“Financial Year”** shall have the same meaning ascribed to it under the Act.
- e. **“Key Managerial Personnel [KMP]”** shall have the same meaning ascribed to it under the Act and the Listing Regulations i.e.-
  - I. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager;
  - II. Whole-time Director (WTD);
  - III. Chief Financial Officer (CFO);
  - IV. Company Secretary (CS);
  - V. The Compliance Officer under SEBI Listing Regulations;
  - VI. such other officer, not more than one level below the directors who are in whole-time employment, designated as key managerial personnel by the Board.
- g. **“Policy”** means Policy on Determination and Disclosure of Materiality of events/information.
- h. **“Regulation”** means SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 as amended thereto from time to time.
- i. **“Relevant Employee”** shall mean /include functional heads, in identifying any potential material event and reporting the same to the Authorized KMPs for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

### **3. OBJECTIVES**

The objective of this Policy is to serve as a guiding Charter to the Company to ensure timely, accurate and reliable information and communication in the proper manner regarding material events that have influence on the Company, are disclosed to shareholders and stock exchanges by the Company as per the regulatory requirement under the Listing Regulations, to enable them to take well-informed decisions with regard to the securities of the Company. This policy will provide a framework to the Board of Directors (including persons authorised by the Board) to determine, identify and disclose the material events and information to the stock exchange.

Further, the present Policy also lays down the guidelines to assist the Relevant Employees in identifying any potential material event or information and reporting the same to the Authorised KMP.

### **4. PRINCIPLES REGARDING MATERIALITY OF EVENT OR INFORMATION:**

**The Policy aims at following principles:**

- a) Timing:** If any material event occurred we have to disseminate the information to the stock exchange as soon as possible and not later than the prescribed period in the regulation as per SEBI Listing regulation.
- b) Transparency:** Disclosure of material information with sufficient details that increase the confidence of the investors.
- c) Fairness:** Ensure wide dissemination of information avoiding selective disclosure.
- d) Confidentiality:** Maintaining the confidentiality of price sensitive information having regard to the disclosure obligations.
- e) Materiality:** Ensures that all material information is made generally available.

### **5. Events/ information warranting disclosure:**

The Listing Regulations classify disclosure of such events/ information as follows-

1. Events as specified in **Annexure A** to this policy, which are deemed to be material events and must be disclosed without application of the materiality criteria;
2. Events as specified in **Annexure B** to this policy, which need to be disclosed based on the application of the materiality criteria;
3. Any other information/event viz. major development that is likely to affect business as indicated in **Annexure C** to this policy;
4. Events/ information which updates material developments disclosed earlier;
5. Confirming/ denying any reported event/ information to the stock exchanges;
6. Other events as may be specified by SEBI from time to time;
7. Disclosure of information pursuant to communication from regulatory authorities/ stock exchanges unless the same is prohibited to be disclosed by such regulatory authority;
8. Information w.r.t. subsidiary company which are material for the Company;
9. Disclosure of agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, KMP and employees of the Company or of its holding, subsidiary and associate company, whether or not the Company is a party to it, with an intent to impact the management and control of the Company or to create any liability upon the Company to the stock exchange within the timelines as prescribed;
10. Any other information which is not specified in the Listing Regulations/ Policy and which may have material impact on the Company.

**6. CRITERIA FOR DETERMINATION OF MATERIALITY AS PRESCRIBED UNDER SUB REGULATION (4) OF REGULATION (30):-**

**6.1** Materiality must be determined on a case to case basis depending on specific events. The Board or the Key Managerial Personnel so authorized by the Board for the purpose (refer clause 7), shall consider and apply the below mentioned criteria and the criteria prescribed under regulation 30 read with schedule III of the Listing Regulations for determining the materiality of an event or information:

**Qualitative Criteria:**

- 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 a significant market reaction if the said omission came to light at a later date;

**Quantitative criteria:**

- 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 listed entity;
  - II. 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;
  - 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 listed entity
- d) In case, where the criteria specified in point (a) and (b) and (c) are not applicable, an event/ information may be treated as being material, if in the opinion of the board of directors/ Authorised KMP of the Company, the event /information is considered material.

**6.2** The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

**7. GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION:-**

- 7.1 The timing of the occurrence of an event and/or availability of information has to be decided on a case-to-case basis.
- 7.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 7.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.
- 7.4 Disclosure regarding any material development shall be made on a regular basis, till such time the event is resolved/closed with relevant explanations.
- 7.5 The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer (as defined under the Act) of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties;

**8. KEY MANAGERIAL PERSONNEL (KMP) AS THE AUTHORISED PERSONS:-**

In terms of Regulation 30(5) of the Listing Regulations, the Board of Directors of the Company has to authorize one or more Key Managerial Personnel for the purpose of determining the materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the

contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the Company's website.

The respective heads of various departments who are responsible for relevant areas of the Company's operations to which any item of information relates to any event / information which is material as defined in this Policy must be reported to the Authorized Persons and the Company Secretary of the Company shall always be marked on such communication.

The Board of Directors of the Company has authorized the following KMPs of the Company for the purposes of this Policy:

- 1) Chairman & Managing Director
- 2) Executive Directors
- 3) Chief Financial Officer and
- 4) Company Secretary

The above persons are the "Authorized Key Managerial Persons (KMP)" which disseminate the information to the stock exchange.

#### **Roles and responsibilities of Authorised KMP:**

- a. Determining materiality of an event/ information or any material development thereof in terms of SEBI Regulations and guidance provided in this Policy;
- b. He shall periodically bring to the attention of the Board of Directors of the Company all events, information or materials which in its opinion has to be brought to the attention of the Stock Exchanges.
- c. Making disclosure to the stock exchanges within such timelines and in the manner as provided in SEBI Regulations

The Authorized KMP may be guided by previous guidance of SEBI or comparable international Regulators about materiality, while expressing a view on whether the information is material / market sensitive or not.

The Authorized KMP shall take into consideration the totality of factors surrounding the particular information to take a view on whether the information is Material/ Market Sensitive or not. Without prejudice to the generality of the above, the Authorized KMP may seek expert advice where so felt necessary as to whether an Information is Market Sensitive/Material or not.

#### **9. DISCLOSURE TIMELINES: -**

- i. Disclosure of events enumerated in ***item number d of Annexure A and all other material events/ information under Part A of Schedule III for which a decision was taken in the board meeting*** relating to "Outcome of meetings of the Board of Directors" shall be made within thirty minutes of the closure of the Board Meeting at which such events were considered or discussed. The intimation of outcome of meeting of the Board of Director shall also contain the time of commencement and conclusion of the Meeting.

In case the meeting of the board 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

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.

Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors

- ii. Disclosures of events shall not be later than twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. Disclosures of events shall not be later than twenty-four hours from the occurrence of the event or information, in case the event or information is emanating from outside the Company.
- iv. 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) shall be made to the stock exchange(s) within seventy-two hours of receipt of such notice by the Company, if the same has been entered into the structured digital database in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims.
- v. Disclosure with respect to events for which timelines have been specified in Part A of Schedule III read with Table 1 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, including any amendments and modification thereof, shall be made within such timelines.

The Company shall explain to the Stock Exchanges any delay in such disclosure beyond twenty-four hours of the occurrence of the event or information.

The disclosure of events/information of price sensitive nature (such as decision on declaration of dividend) shall be made on receipt of approval of the event by the Board of Directors pending the shareholder's approval.

#### **10. WEBSITE DISCLOSURE**

The Company shall disclose on its website all such events or information which has been disclosed to stock exchanges pursuant to 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 policy of the listed entity, as disclosed on its website.

The Company shall also disclose the name and contact details of the Authorised KMP on the website of the Company and also intimate the same to the stock exchange

#### **11. POLICY REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines. Any subsequent modification in the Act or the rules framed thereunder or the Listing Regulations and/ or any other laws in this regard shall automatically apply to this Policy. In any circumstance where the terms of this Policy are inconsistent with existing or newly enacted law, rule, regulation, or standard governing the Company, the said law, rule, regulation, or standard will take precedence over this Policy.



**ANNEXURE A: EVENTS WHICH SHALL BE DISCLOSED TO STOCK EXCHANGE WITHOUT ANY APPLICATION OF GUIDELINES FOR MATERIALITY AS MENTIONED IN REGULATION 30(4) ARE:**

- a. 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. Here, the acquisition shall mean, acquiring control, whether directly or indirectly or acquiring or agreeing to acquire shares or voting rights in a company, directly or indirectly.
- b. 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.
- c. New Ratings or Revision in Rating(s).
- d. Outcome of Meetings of the Board of Directors: The Company 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 buy back 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 company from stock exchange(s).

[Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.]

- e. 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 Company.
- f. Proceedings of Annual and Extraordinary General Meetings of the Company.
- g. Amendments to Memorandum and Articles of Association of the Company.
- h. Agreement (Shareholder Agreement(s), Joint Venture Agreement(s), Family Settlement Agreement(s) (to the extent that it impacts management and control of the Company) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- i. Fraud/defaults by promoters or Key Managerial Personnel or by the Company or arrest of Key Managerial Personnel or promoter.
- j. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc), Auditor and Compliance Officer.

[(1) 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.]

(2) 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:

[ (2.i.) The letter of resignation along with] detailed reasons for the resignation as given by the said director.]

(2.ii.) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.]

(2.iii.) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

(2.iv.) 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 (2.ii) [and (2.iii)] above.]

**k. Appointment or discontinuation of share transfer agent.**

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) Approval of resolution plan by the Tribunal or rejection, if applicable;
- 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) Any other material information not involving commercial secrets.}

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.

**l.** One time settlement with a bank.

**m.** Reference to BIFR and Winding-up petition filed by any party/ Creditors

**n.** Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

**o.** (a). Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(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.;

**p.** 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:

i) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;

ii) 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 (B): Events which shall be disclosed to Stock Exchange upon fulfilling conditions mentioned in Regulation 30(4)**

- a.** Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division.
- b.** 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).
- c.** Capacity addition or product launch.
- d.** Awarding, bagging/receiving, amendment or termination of awarded/ bagged orders/ contracts not in the normal course of business.
- e.** 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.
- f.** Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, floods, fire etc), force majeure (means Unforeseeable circumstances that prevent someone from fulfilling a contract) or events such as strike, lock outs etc.
- g.** Effect(s) arising out of change in the regulatory framework applicable to the Company.
- h.** Litigation(s)/dispute(s)/regulatory action(s) with impact.
- i.** Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- j.** Option to purchase securities including any Employee Stock Option/Employee Stock Purchase Scheme
- k.** Giving of guarantees or indemnity or becoming a surety for any third party.
- l.** Granting, withdrawal, surrender, cancellation or suspension of Key Licenses or regulatory approvals.

**ANNEXURE (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 any other information which is exclusively known to the Company which may be necessary to enable the holder of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

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

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