

**POLICY FOR DISCLOSURE**  
**OF MATERIAL EVENTS OR**  
**INFORMATION AND**  
**DISCLOSURE &**  
**DETERMINATION OF**  
**MATERIALITY OF EVENTS**  
**OR INFORMATION**

## **1. Background**

This Policy on ‘Determination of Materiality of Events / Information has been adopted by the Board of Directors of **Sancode Technologies Limited** (hereinafter referred to as ‘**the Company**’), pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (hereinafter referred to as ‘**the Listing Regulations**’) read with the applicable circulars and guidelines issued in this regard.

This Policy has been framed for identification and facilitation of prompt disclosure of information regarding material events / information to the stock exchanges where the securities of the Company are listed.

## **2. Scope**

This Policy sets out the criteria for determining materiality of an event. This Policy shall be read along with the Company’s Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (‘Code of fair disclosure’) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

## **3. Objectives of the Policy**

The objectives of this Policy are as follows:

1. To ensure that the Company complies with the disclosure obligations as laid down by the Listing Regulations, and any other legislations, as applicable.
2. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
3. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
4. To protect the confidentiality of material/price sensitive information within the context of the Company’s disclosure obligations.
5. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
6. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

## **4. Definitions**

In this Policy, unless the context otherwise requires:

- i. “**Board**” means the Board of Directors of the Company.
- ii. “**Act**” means the Securities and Exchange Board of India Act, 1992.
- iii. “**Companies Act**” means the Companies Act, 2013 read with rules issued thereunder from time to time and includes any statutory modifications or re- enactments thereof.

- iv. **“Company”** shall mean Sancode Technologies Limited [CIN: U74900MH2016PLC280315], a company incorporated under the Companies Act, 1956 and having its registered office at 403, Shreya House, Parera Hill Road, Chakala, Andheri (East), Airport (Mumbai), Mumbai, Mumbai, Maharashtra, India, 400099
- v. **“Promoter” and Promoter Group** shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- vi. **“Key Managerial Personnel” or “KMP”** shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013.
- vii. **“Subsidiary Company”** shall have the same meaning as defined under Section 2(87) of the Companies Act, 2013.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case may be.

## **5. Type of Information**

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” (hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

- a) Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.
- b) Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

## **6. Persons responsible for disclosure**

The Board of Directors of the Company have authorised the KMP as defined under Clause 4(vi) of the Policy to determine the materiality of an event or information and to make appropriate disclosure to the stock exchanges as also on the Company's website on a timely basis. The KMPs shall also be empowered to:

- a. Seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
- b. To call for information from all its internal stakeholders.

The KMP shall have the following responsibilities for determining the material events or information:

- i. To put in place an adequate mechanism for collecting relevant information and events on a real-time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information to the KMP.
- ii. To review and assess an event or information that may qualify as 'material' and may require disclosure to the stock exchanges, on the basis of facts and circumstances prevailing at a given point in time.
- iii. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- iv. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- v. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for event or information.

## **7. Guidance on the criteria for determination of Materiality of Events or Information**

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of an event or 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, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
  - 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.

## **8. Guidelines Rumour Verification**

The Company shall confirm, deny or clarify, upon material price movement in the scrip of the Company (as per the framework issued by the SEBI/ Stock Exchanges as amended from time to time), any reported event/ information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event/ information is circulating amongst the investing public and also provide the current stage of such event or information.

Such disclosure will be made within the timelines prescribed under the Listing Regulations, circulars/ notifications issued by SEBI/ stock exchanges in this regard and in accordance with the ISN on verification of market rumours issued by ISF, under Regulation 30(11) of the Listing Regulations, as amended from time-to-time.

## **9. Guidelines for Communication**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **10. Guidance on Timing of an Event or Information**

The Company may be confronted with the question as to when an event/information can be said to have occurred.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, etc., the answer to the above question would depend upon the timing when the Company became aware of the event/information.

- i. In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors.
- ii. In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term ‘officer’ shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

### **11. Obligations of Internal Stakeholders and KMPs for Disclosure**

- i. 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 KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- ii. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines. on completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

### **12. Policy Review**

The KMP may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors.

In event of any inconsistencies between the terms of this Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any subsequent amendment / modification in the Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

### **13. Website Disclosure**

This Policy shall be disclosed on the website of the Company. The Company shall also disclose on its website all such events or information which has been disclosed to the Stock Exchanges pursuant to this policy and the Listing Regulations and such disclosures shall be hosted on the website of the Company as per the archival policy of the Company.

### **14. Contact Details**

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy.

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