Policy for Determining Material Events or Information and its Disclosure

Project	Policy for determining material events or information and its disclosure
Company	eClerx Services Ltd.
Prepared by	Legal & Secretarial

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1. Introduction

This policy provides the guidelines adopted by the Company for determining materiality of events or information relating to the Company and procedures laid down for prompt disclosure of such material events/information and assistance to employees in identifying any potential material event or information and reporting the same to the stock exchanges.

Accordingly, *inter-alia*, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy has been adopted by the Company's Board of Directors vide its resolution dated November 2, 2015 in order to (a) set forth the guidelines for determining material events or information relating to the Company and procedures for prompt disclosure of such material events or information to the stock exchanges where the securities of the Company are listed; (b) provide a framework that instils confidence in the present and potential investors of the Company with respect to the quality, accuracy and integrity of information disclosed by the Company; (c) ensure timely, accurate and adequate disclosure of material events or information so that present and potential investors are able to take informed decision with respect to their investment in the Company (d) helping employees in identification of material event or information.

This Policy is effective from November 2, 2015 and was amended on March 15, 2022, August 9, 2023 and March 19, 2025.

In respect of provisions not specifically provided herein but laid down under the relevant regulations, both present and future, those provisions will accordingly apply.

2. Definitions

For the purposes of this policy, the following definitions apply:"

"Act" means Companies Act, 2013 and the rules and regulations framed thereunder, as amended from time to time

"Board" means Board of Directors of the Company

"Company" means eClerx Services Limited

"**Default**" shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

"Directors" means Directors of the Company

'**Fraud**' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

"Key Managerial Personnel" (KMP) in relation to the Company, means key managerial personnel as defined under the Act

"Listing Regulations" means Securities and Exchange Board of India (Listing Obligations andDisclosure Requirements) Regulations, 2015, as amended from time to time

"**Senior Management**" shall mean employees of the company who are members of its core management team (employees in the cadre of Principal and above) excluding Board of Directors. It would comprise all members of management one level below the CEO/MD/WTD/Manager (including CEO/Manager, in case they are not part of the Board) which would cover employees in the cadre of Managing Principal, the functional heads and shall also include the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

"**Social media intermediaries**" shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021

"Stock Exchanges" means BSE Limited and National Stock Exchange of India Limited

All other words and expressions used but not defined in this Policy, shall have the meaning as defined in the Listing Regulations, and if not defined therein, then as per the Securities and Exchange Board of India Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made thereunder or any statutory modification or re-enactment thereto, as the case may be.

3. Procedures

This Policy will operate within the framework of the Companies Act, 2013, Rules made thereunder and the Listing Regulations, as amended from time to time.

3.1. Deemed material events or information

The Company shall make disclosures of the events as specified in Para A – Part A of Schedule III of the Listing Regulations which are deemed to be material events according to the Listing Regulations, without application of the guidelines for materiality specified in Clause 3.2 below.

3.2. Guidelines for determining materiality of events or information

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

Qualitative Criteria

The following qualitative criteria will be applicable for determination of materiality of events/ information:

1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;

2. 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;

3. In case where the criteria specified in sub-clauses (1) and (2) above are not applicable, an event/ information may be treated as being material if in the opinion of the Board the event/information is considered material.

Quantitative Criteria

The following quantitative criteria will be applicable for determination of materiality of events/information:

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

1. two percent of turnover, as per the last audited consolidated financial statements of the Company;

2. 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;

3. 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;

The quantitative criteria shall be read in conjunction with the qualitative criteria for determining materiality and arriving at the overall decision on the event/ information to be reported.

3.3. Events or information, considered material by Board

Subject to provisions of Clause 3.2, the Company shall make disclosures to the Stock Exchanges of the events and information as specified in Para B – Part A of Schedule III of the Listing Regulations if such events or information are considered material.

Without prejudice to the generality of items specified in Para B – Part A of Schedule III of the Listing Regulations, the Company may make disclosures of event/information as specified by the Board of Directors, from time to time.

In respect of the items specified in Para B – Part A of Schedule III of the Listing Regulations, if a prompt disclosure is required and it is not feasible and possible to immediately procure Board of Directors approval for the same, then any such disclosure for aforesaid material events/information to Stock Exchanges can be made with approval of Executive Director or Chief Financial Officer of the Company.

4. Authority for determining materiality and dissemination of information

The Board *vide* resolution dated March 15, 2022 has severally authorized Executive Director and Chief Financial Officer of the Company ("**Authorized Personnel**"), to:

a. review and assess an event or information on the basis of the prevailing facts and circumstances with the objective of ascertaining the materiality of an event/ information and deciding whether it qualifies for disclosure, as per this Policy and/ or the Listing Regulations,

b. determine the appropriate time at which disclosure in relation to a material event/ information is to be filed with the Stock Exchanges based on an assessment of actual time of occurrence of such a material event/ information;

c. determine the nature and extent of details in relation to the material event/ information that may be disclosed and filed with the Stock Exchanges, keeping in mind the best interest of the present and potential investors of the Company but subject to the Listing Regulations and the relevant acts, rules, regulations, notifications, orders, circulars, clarifications etc. on the subject as may be issued by relevant statutory authorities, from time to time; and

d. remove doubts in case any ambiguity arises in relation to this Policy including in case of any acts, rules, regulations, notifications, orders, circulars, clarifications etc. on the subject as may be issued by relevant statutory authorities, from time to time, not being consistent with the provisions laid down under this Policy.

The Authorized Personnel may seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders, as they deem fit, for purposes of effectively exercising the aforementioned powers.

The Board *vide* resolution dated March 15, 2022 has authorized Executive Director, Chief Financial Officer and/or the Company Secretary to make the relevant disclosure in relation to a material event/ information with the Stock Exchanges, upon determination of the nature and timing of such disclosure by any of the Authorized Personnel in accordance with the terms of this Policy.

The employees shall at all times be vigilant and intimate their respective Head of Department or practice as the case may be (HODs) promptly via email with all the relevant details about material events on the basis of the materiality threshholds mentioned in the policy. The HODs shall in turn intimate Authorized Personnel about such events for disclosure to Stock Exchanges within the timelines.

5. Disclosure of Material events or information

Timing of disclosure

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

   Provided that in case the meeting of the board of directors 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 listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

   Provided further that 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.

ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the listed entity 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, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity:

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

Provided further that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, 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.

The listed entity may on its initiative also, confirm or deny any reported event or information to stock exchange(s)

Nature of disclosure

Any disclosure made to the Stock Exchanges pursuant to this Policy, shall contain the necessary information as specified in the Listing Regulations. In case the Company does not disclose any such specified details, it shall state appropriate reasoning for the same as part of the disclosure.

Disclosure of information related to subsidiaries

The Company shall disclose all events or information with respect to subsidiaries which are materialfor the Company.

Disclosure on website

The Company shall disclose on its website all such material events or information which have been disclosed to the Stock Exchanges, and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per the Company's Policy on preservation of documents and archival, as disclosed on its website.

Disclosure updates

The Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

6. 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, orders, circulars, clarifications 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, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail over 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.

Date: March 19, 2025 **Kapil Jain**

Place: Mumbai **Managing Director & Group CEO**