



CADSYS (INDIA) LTD

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES

1. BACKGROUND

Cadsys (India) Limited (“**Company**”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. It is in this context that the Policy for Determining Materiality of Disclosures (“**Policy**”) is framed and implemented.

2. AUTHORISED PERSONS

The Company Secretary & Compliance Officer will be the custodian of the disclosure process.

In the event of absence of the Company Secretary & Compliance Officer on account of vacancy, leave, vacancy temporary inaccessibility for any reason, his/her powers and functions shall be undertaken by a Key Managerial Personnel, as determined by the Board from time to time.

The Company’s Company Secretary & Compliance Officer, in consultation with the Board shall have the authority to ascertain the materiality and distribution of the information covered under this Policy. The Company Secretary & Compliance Officer, together with the Company’s Board shall have the authority to interpret and enforce this Policy. All questions about this Policy should be directed to the Company Secretary & Compliance Officer. The Company Secretary & Compliance Officer must pre-approve any deviation from the parameters and procedures outlined in this Policy.

3. MATERIALITY ASSESSMENT

An information shall be regarded as “Material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Either positive or negative information may be material.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. The primary approach for determining materiality will be qualitative. The quantitative criteria given hereunder shall be used as a guide or reference for determining materiality and arriving at the overall decision on reportability of the event by the Company Secretary & Compliance Officer.

Financial information is particularly sensitive. For example, non-public information about the results of the Company’s operations for even a portion of a half year or the portion of the business might be material in helping an analyst predict the Company’s financial results for that half year. Other



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examples of information that would normally be regarded as “Material” includes the following although the list is not exhaustive:

- Financial results, financial condition, projections or forecasts;
- Known but unannounced future earnings or losses;
- Significant corporate events, such as a pending or proposed acquisition or joint venture;
- Plans to launch new products or features or significant products defects;
- Significant developments involving business relationships with customers, suppliers or other business partners;
- The status of the Company’s progress toward achieving significant goals;
- Changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
- Events regarding the Company’s securities (such as repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding);
- Bankruptcies, receiverships or financial liquidity problems;
- Pricing changes;
- Positive or negative developments in outstanding litigation, investigations or regulatory matters;
or
- Known but unannounced changes in the members of the senior management, Board of Directors or the key managerial personnel.

For the avoidance of doubt, events listed in Schedule III, Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be disclosed without application of the criteria listed below.

4. REVIEW OF THE POLICY

The Board will review this Policy on a regular basis to ensure its effectiveness and compliance with the applicable acts / rules / regulations.

5. DISCLOSURE OF THE POLICY

This policy will be posted on the Company’s website. The necessary disclosure about the Policy will also be made as per requirements of applicable acts / rules / regulations.