

VINSYS IT SERVICES INDIA LIMITED

(formerly known as Vinsys IT Services India Private Limited)

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

SCOPE AND PURPOSE

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), every listed company is required to make disclosures of any events or information which in the opinion of the Board of Directors of the listed company, is material.

Pursuant to Regulation 30(4) of the Listing Regulations, a listed company shall frame a policy for determination of materiality, based on criteria specified in the Listing Regulations, duly approved by the Board of Directors, which shall be disclosed on its website.

In view of the aforesaid, the Board of Directors of the Company has adopted the 'Policy for determination of material events or information' as required under Regulation 30(4) of the Listing Regulations in its meeting held on 31 July 2023.

DEFINITIONS

"Act" means the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.

"Company" means Vinsys IT Services India Limited.

"Director" means a Director on the Board of the Company.

"Key Managerial Personnel" means key managerial personnel as defined under Section 2(51) of the Act.

"Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act.

"Turnover" shall have the meaning assigned to it in Section 2(91) of the Act.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the 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.

OBJECTIVE OF THIS POLICY

The objective of this Policy is:

1. To assist the Relevant Employees and Relevant Persons in identifying any potential material event or information and reporting the same to the Managing Director, the Chief Financial Officer or the Company Secretary of the Company, who have been authorized by the Board of Directors of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) where the securities of the Company are listed.

For the purpose of this policy, Relevant Employees shall include:

- a. Key Managerial Personnel as defined under the Companies Act, 2013.
- b. Senior Management Personnel, i.e., the officers and personnel of the Company who are members of its core management team (excluding the Board), and shall also comprise of all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer / Manager, in case they are not part of the

Board) and shall specifically include Company Secretary and Chief Financial Officer of the Company.

- c. Such other persons as may be determined as Relevant Employee by the Board of Directors of the Company.

For the purpose of this policy, Relevant Persons shall include:

- a) Promoters as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, of the Company.
 - b) Directors of the Company.
2. To assist and guide Relevant Employees and Relevant Persons in determining materiality of the events or information and for making necessary disclosures to the stock exchanges, as per Regulation 30 of the Listing Regulations.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Company shall consider the criteria as specified in Regulation 30(4)(i) of the Listing Regulations, for determination of materiality of events / information, as under:

- (a) the omission of an event or information 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; or
- (c) 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.
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors or Chairman and Managing Director or Director (Commercial) or Director (Finance) of the Company, the event or information is considered material.

DISCLOSURE OF EVENT OR INFORMATION

- A. The events / information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events. Upon occurrence of such events / information the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality.
- B. The events / information specified in Para B of Part A of Schedule II to the Listing Regulations shall be disclosed upon occurrence, based on the application of the guidelines for materiality as specified in aforesaid clause of this policy.
- 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 listed entity which may be necessary to enable the holders of securities of the listed entity

to appraise its position and to avoid the establishment of a false market in such securities.

- D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event / information as specified by the SEBI from time to time.
- E. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
- F. The Company shall disclose all events or information with respect to its Subsidiaries which are material for the listed entity.
- G. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- H. The Company may on its own initiative also confirm or deny any reported event or information to stock exchange(s).
- I. In case where an event occurs or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule I, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.
- J. In case an event or information is required to be disclosed by the listed entity, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

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.

In the former, the events / information can be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events, e.g. decision on declaration of dividends, etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholders' approval.

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.

POLICY REVIEW

The Key Managerial Personnel may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

EFFECTIVE DATE

The Policy shall be effective from 31 July 2023.

WEBSITE

Website As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company