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# **POLICY ON DETERMINATION OF MATERIALITY OF EVENT/INFORMATION**

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### **1. Preamble**

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") as and when becomes applicable to the Company, mandates disclosure of any events or information which, in the opinion of the Board, is material. It also requires the Company to frame a policy for determination of materiality of events or information for disclosure (the "Policy").

Awfis Space Solutions Limited (hereinafter referred to as "the Company") believes in disseminating all material events or information in a fair and timely manner to enable the investors to take informed decisions. Accordingly, this Policy on Determination of Materiality has been approved and adopted by the Board of Directors of the Company on 14.05.2024 and amended by Board of Directors from time to time.

The purpose of this document is to ascertain the requirement of disclosure of events or information to Stock Exchange(s) and define criteria for determining materiality of events and information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the amendments that may be made from time to time.

The policy is intended to define disclosure of events / information that are material in nature and provide guidance to the Board of Directors, Key Managerial Personnel (KMPs) and other executives and employees working in the Company in taking decisions and undertaking responsibility about making public such events / information which may materially affect the performance of the Company and thereby impact the quoted price of securities of the Company listed on the Stock Exchanges.

### **2. Applicability**

This Policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the Policy.

### **3. Definitions**

In this Policy, unless the context otherwise requires:-

- a) **"Act"** means the Companies Act, 2013, rules framed thereunder and any amendments thereto.
- b) **"Board of Directors"** shall mean the Board of Directors of Awfis Space Solutions Limited.
- c) **"Chief Financial Officer" or "Head of Finance"**, by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognised stock exchange(s) in its filing under Listing Regulations;

- d) **"Key Managerial Personnel"** means as defined under the Companies Act, 2013.
- e) **"Promoter and 'Promoter Group"** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- f) **"Subsidiary"** means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;
- g) **"Securities"** means the Securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (LODR) Regulations, 2015 and / or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

#### 4. Objective

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject, as a publicly traded company as laid down by the Listing Regulations.
- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of Material / Price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

#### 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 to the stock exchanges where securities of the Company are listed.

- A. **Deemed Material Events:** Events or information provided under Para A of Part A of Schedule III of the Listing Regulations, shall be disclosed by the Company without any application of the guidelines for materiality.

- B. Materiality Guidelines-Based Events:** Events or information provided under Para B of Part A of Schedule III of the Listing Regulations (reproduced in Annexure 2 to this Policy), shall be disclosed based on the guidelines for determining materiality of events or information as per Para 6 below.
- 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 Company which may be necessary to enable the holders of securities of the Company 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 Board from time to time.

For events/information with respect to any Subsidiary of the Company, an event/information would be considered material if the impact of the event/ information would exceed 10% of the Consolidated Turnover as per last Audited Financial Statements of the Company.

## **6. Person responsible for Disclosure**

As per Regulation 30(5) of Listing Regulations, the board of directors of the listed Company must designate one or more Key Managerial Personnel to assess the significance of an event or information and to ensure timely disclosures to the stock exchange(s) and the public. The contact information of these designated personnel must be disclosed on the company's website and also provided to the stock exchange(s).

Accordingly, the Board of Directors of the Company have authorised the Managing Director or the Chief Financial Officer or the Company Secretary ("Authorized Persons") to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

The Authorised Persons are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders, as they may deem fit.

The details of such Authorised Persons be accessed at: [Contact details for KMPs to determine materiality of an event.](#)

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

- a. To review and assess an event or information that may qualify as 'material' which require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- b. 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.
- c. 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.
- d. 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 Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

#### **7. Criteria for determination of materiality for events/information**

The Company shall consider the following criteria for determination of materiality of events/ information:

- a. the omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly;
- b. the omission of an event or information at which 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 listed entity, except in case the arithmetic value of the networth 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 statement of the Company;
- d. In case where the criteria specified in subs- 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 of the Company, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.”

#### **8. Timelines for disclosure**

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of Listing Regulations, as soon as reasonably possible and in any case not later than as provided under Regulation 30 read with Part A of Schedule III of the Listing Regulations

#### **9. Compliance Officer**

The Compliance Officer for the Purpose of complying with the provisions of Listing Regulations, shall be the Company Secretary of the Company.

#### **10. Website**

As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

#### **11. Review & Amendment**

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 upon 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.