



EXICOM TELE-SYSTEMS LIMITED

**POLICY FOR DETERMINING MATERIALITY FOR
DISCLOSURES**

(Effective from August 11, 2023)

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES

INTRODUCTION

Equity shares of Exicom Tele-Systems Limited (the “Company” or “Exicom”) shall be traded in India on the Recognized Stock Exchanges. The requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), and other relevant rules and statutes (hereinafter referred to as “the Applicable Laws”) have been considered while drafting this Policy for determining Materiality for Disclosures (the “Policy”). The Policy applies in respect of disclosure of material events in relation to Exicom, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under Applicable Laws.

AUTHORISED PERSONS

The Company Secretary will be the custodian of the disclosure process. The contact details of the Company Secretary are: - Sangeeta Karnatak Email:- Sangeeta.karnatak@Exicom.in and telephone:- 91 9717555459

The Company's Key Managerial Personnel and General Counsel and Chief Compliance Officer shall jointly and/ or severally determine materiality of information/ events and dissemination of the same as covered by this Policy. The General Counsel and Chief Compliance Officer or his/her designee, in each case, pre-approve in consultation with CEO and CFO any deviation from the policies and procedures outlined in this Policy, the Company Secretary will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy.

The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons.

Board of Directors, CEO, CFO, Key Managerial Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Companies Act, 2013 or any other applicable laws or regulations, as the case may be.

MATERIALITY ASSESSMENT

Information should be regarded as “material” if there is a substantial likelihood that a reasonable investor would consider such information important in making a decision to buy, sell, or hold a security or where such information is likely to have a significant effect on the market price of the security. Either positive or negative information may be material. Further an information or event may also be regarded as material, if whose value or the expected impact in terms of value, exceeds

the thresholds prescribed under the Listing regulations. Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event.

For the avoidance of doubt, events listed in Para A – Part A of Schedule III of Listing Regulations shall be disclosed without application of materiality criteria

PROCEDURAL GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the Board has established an internal system for reporting any event/information which may require disclosure so that the event/ information can be properly assessed and decision can be made regarding its disclosure to the stock exchanges.

Under the system, all functional heads who are responsible for specific areas of Company's operations ("Responsible Officers"), shall report any event/information which is material or may possibly be material or of which the functional heads are unsure as to its materiality to Managing Director or to Director (Finance) or to Company Secretary or to Chief Financial Officer for the time being of the Company. Such events/ information should be reported immediately after a Responsible Officer becomes aware of it.

On receipt of communication of potential material event/ information, the Key Managerial Persons (KMPs) comprising of Managing Director, Director (Finance), Company Secretary and CFO will

- a) Review event/ information and to take whatever steps necessary to verify its accuracy
- b) Assess whether the event/ information is required to be disclosed to the Stock Exchanges under the Listing Regulations;

Where KMPs are not certain about the materiality of event/ information, they may refer matter for external legal advice

If the event/ information is material, the Company Secretary will prepare announcement to be sent to the Stock Exchanges which should be factual and expressed in clear manner.

The Company Secretary on behalf of the Company will lodge or arrange for lodgement of the announcement with the Stock Exchanges.

After lodgement of the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this policy shall be kept on the website as per the Archival Policy of the company.

TIMELINES FOR DISCLOSURE

The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

DISCLOSURE OF THE POLICY

This Policy will be uploaded on the website of the Company.

EVENTS/INFORMATION WITH RESPECT TO SUBSIDIARIES

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

LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy