



**Netlink Solutions (India) Ltd.**

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CIN NO : L45200MH1984PLC034789



## **NETLINK SOLUTIONS (INDIA) LIMITED**

### **Policy for Determination of Materiality for Disclosure of Event / Information to Stock Exchange**

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**Approved by Board: 30.08.2024**

**Approved by Board: 30.01.2025**

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## Contents

1. Preface .....	3
2. Definitions and Interpretations .....	3
3. Purpose of the Policy .....	3
4. Compulsory Disclosure of Events / Information .....	3
5. Criteria for Determination of Materiality of Events / Information .....	3
6. Authority to Determine Materiality of Events or Information .....	4
7. Procedure Guidelines for Determination of Materiality of Events/Information .....	4
8. Disclosure requirements for certain types of Agreements binding the Company .....	5
9. Amendment .....	5



## 1. PREFACE

The Board of Directors of the Company has adopted the following policy and procedures with regard to determination of materiality of events or information which are required to be disclosed to the Stock Exchange(s) in terms of Regulation 30 of the Listing Regulations.

This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

## 2. DEFINITIONS AND INTERPRETATIONS

- i. **“Archival Policy”** refers to policy for Preservation of Documents and Archival of Documents approved by the Board of Directors of the Company
- ii. **“Board”** means the Board of Directors of Netlink Solutions (India) Limited
- iii. **“CEO”** means Chief Executive Officer
- iv. **“CFO”** means Chief Financial Officer
- v. **“the Company”** means Netlink Solutions (India) Limited
- vi. **“Listing Regulations”** refers to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendments thereof
- vii. **“Normal Trading Hours”** means the time period for which the recognized stock exchanges are open for trading for all investors.
- viii. **“SEBI”** means Securities and Exchange Board of India

## 3. PURPOSE OF THE POLICY

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure to the Stock Exchange(s) in a timely manner of events/ information specified in Para A of Part A of the Schedule III to the Listing Regulations and for the determination of materiality of events or information as specified in Para B and C of Part A of Schedule III to the Listing Regulations based on the guidelines for determination of materiality as specified in Sub-regulation 4(i)(a),(b) and (c) of Regulation 30 of Listing Regulations.

## 4. COMPULSORY DISCLOSURE OF EVENTS/ INFORMATION

Events / Information as specified in Para A of Part A of the Schedule III to the Listing Regulations would per se be Material Event/Information and such event/ information will be disclosed to the Stock Exchange(s).

## 5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

Events/ Information as specified in Para B and C of Part A of the Schedule III to the Listing Regulations or any other information/event would be deemed as material based on the application of the following criteria for materiality:

- a) the omission of an event or information, which 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 of the Company, the event or information is considered material.

Provided that any confidential information which if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock Exchange(s).

## 6. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS OR INFORMATION

In terms of Regulation 30(5) of the Listing Regulations, the Board of Directors had authorized the following approval authority for the purpose of determining materiality of any event/information, classify it as a Material Event/Information, decide the appropriate time at which disclosure is to be filed with the stock exchange(s) and details that may be filed in the best interest of present and potential investors.

1. Mr. Minesh Vasantlal Modi, Chairman & Whole-time director; and
2. Mrs. Rupa Minesh Modi, Whole-time director Designated as Executive Director and CFO

## 7. PROCEDURE GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

In order to ensure that the Company complies with the disclosure obligations under 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 Exchange(s).

The procedure to be followed in relation to the disclosure of announcement of material event / information is as follows:

**i. Prepare draft announcement to Stock Exchange(s):**

The Company Secretary or failing him the Chief Financial Officer, will prepare & finalize the announcement to be disclosed to the Stock Exchange(s) which is factual and expressed in clear manner after the approval of Mr. Minesh Vasantlal Modi, Chairman & Whole-time director and Mrs. Rupa Minesh Modi, Whole-time director Designated as Executive Director and CFO of the Company.

**ii. Announcement to Stock Exchange(s):**

Any one of Mr. Minesh Vasantlal Modi, Chairman & Whole-time director and Ms. Aarushi Lad, Company Secretary & Compliance Officer shall on behalf of the Company disclose the announcement with the Stock Exchange(s), 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.

In case all the relevant information, in respect of claims which are made against the Company 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 of Listing Regulations, is maintained in the structured digital database of the Company 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 Company.

In case the disclosure with respect to events for which timelines have been specified in Para A of Schedule III to the Listing Regulations shall be made within such timelines.

In case the disclosure is made after the specified time, the Company shall provide the explanation for delay.

### **iii. Updation on website:**

After lodgment of the announcement with the Stock Exchange(s), the Company Secretary or failing him the Chief Financial Officer will arrange to place it on the website of the Company.

All the announcements made under this Policy shall be kept on the Company's website as per the Archival Policy of the Company, subject to a minimum period of 5 years.

## **8. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY**

All the parties to the agreements specified in clause 5A of para A of part A of Schedule III of Listing Regulations, shall inform the Company about the agreement to which the Company is not a party within two working days of entering into such agreements or signing an agreement to enter into such agreements.

## **9. AMENDMENT**

The Policy can be modified at any time by the Board of Directors of the Company, or by the Company Secretary to reflect any changes/amendments/clarifications notified by Ministry of Corporate Affairs or SEBI, subject to ratification of such amendment by the Board, in its next meeting.

This Policy is amended by the Board of Directors at their meeting held on January 30, 2025 and shall be effective from January 30, 2025

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