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**AXISCADES TECHNOLOGIES LIMITED**

**POLICY FOR DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS OR  
INFORMATION**

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*This document sets out the basic understanding for determining the materiality of events or information for the purpose of timely and adequate disclosure to the Stock Exchanges*

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*Approved as of 06 November 2015  
Effective as of 01 December 2015 and Amended on 08<sup>th</sup> November 2023*

# POLICY FOR DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

## **1. INTRODUCTION**

- 1.1. AXISCADES Engineering Technologies Limited (“the Company”) is a Public Limited Company whose equity shares are listed on the National Stock Exchange of India Limited and BSE Limited (together referred as “Stock Exchanges”) and are subject to the rules and regulations issued by the Companies Act, 2013 (“CA 2013”) and Companies Act, 1956 (“CA 1956”) and the Securities and Exchange Board of India (“SEBI”).
- 1.2. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information”. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“**LODR Amendments**”) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“**SEBI Disclosure Circular**”).
- 1.3. As a result, the Board of Directors of the Company has adopted this Policy in compliance with the above mentioned regulations and also to formulate a Policy to determine the materiality of certain events and in order that such material events and information are promptly disclosed to the Stock Exchanges.

## **2. OBJECTIVE**

- 2.1. The Company being a Listed Entity is obligated to comply with the disclosure requirements under the SEBI Listing Regulations and all the stakeholders of the Company have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the keystone.
- 2.2. In view of the above, the broad objectives of this Policy are as follows:
  - (i) Identification of the material events or information of the Company.
  - (ii) Timely and adequate disclosure of the identified material events or information to the Stock Exchanges, public and on the website.

## **3. APPOINTMENT OF AN OPERATING GROUP**

- 3.1. The Board of Directors of the Company, hereby through this Policy, delegate the authority to determine the materiality of the events or information to an Operating Group. An Operating Group would comprise of the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company.
- 3.2. The above authorized Key Managerial Personnel are authorized to determine the materiality of any events or information and classify it as a material events or Information.
- 3.3. The Operating Group will also be authorized to decide the appropriate time(s) at which disclosure is to be filed with the stock exchanges and details that may be filed in the best interest of the Company’s stakeholders. The time for making the disclosure(s) shall not contravene the provisions of the Policy.
- 3.4. The above said authorization to the Operating Group shall be exercised only in consonance of this Policy.

#### 4. CRITERIA FOR DETERMINING MATERIAL EVENTS OR INFORMATION

- 4.1. The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para B of Part A of Schedule III of the LODR Regulations (“**Para B Events**”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

##### **GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

**Quantitative criteria** would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- a) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
- b) 2% (two per cent) of consolidated 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)); or
- c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the SEBI Disclosure Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the ‘sign’ (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for ‘materiality’ of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

**Qualitative criteria** would mean an event/ 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; 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) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

#### 5. MATERIAL EVENTS OR INFORMATION

- 5.1. The following events or information will be considered as ‘Material’:

- a) **Deemed Material Events or Information** – The list of events or information as prescribed under Para A of Part A of Schedule III of SEBI Listing Regulations, as amended from time to time will be considered as deemed material events or information and shall be disclosed without any application of the criteria mentioned in Clause 4 above.
- b) **Identified Material Events or Information** – The list of events or information as prescribed under Para B of Part A of Schedule III of SEBI Listing Regulations, as amended from time to time will be considered material on application of the criteria mentioned in the Clause 4 of this Policy, as determined or decided by the Operating Group.
- c) Any other event or information 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. will be material event or information.
- d) Any other information which is exclusively known to the Company which may be necessary to enable the security holders of the Company to appraise its position and to avoid the establishment of a false market in such securities.
- e) In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or Para B of Part A of Schedule III of SEBI Listing Regulations but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

5.2. The Company shall release material developments on the above information till such time the event is resolved/closed.

5.3. In case of any difficulty while determining the materiality of the events or information, the criteria as mentioned in the Clause 4 above should be applied.

5.4. In case of subsidiaries of the Company, the material events or information in clauses (a) to (d) of Clause 5.1 shall be disclosed, as applicable.

## **6. OCCURRENCE OF MATERIAL EVENT OR INFORMATION**

6.1. The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. The occurrence of the event or information would depend upon the following:

- (i) The stage of discussion, negotiation or approval of the event or information. In this case, the events or information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events or information after receipt of approval of both i.e. Board of Directors and Shareholders. However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends, disclosure shall be made on receipt of approval of Board of Directors pending Shareholder's approval.
- (ii) 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 or information. In this case, the events or information can be said to have occurred when the Company becomes aware of the events or information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of such information in the course of performance of his duties.

6.2. For the purpose of this Clause, the term “Officer” shall have the same meaning as defined under Section 2(59) of the Companies Act, 2013.

## **7. DISSEMINATION OF ANY OCCURRED MATERIAL EVENT OR INFORMATION**

7.1. The procedure for dissemination of any occurred material event or information will be as follows:

- (i) The Company Secretary or other authorized official shall be the authorized to make all the disclosures, covered under this Policy, to the Stock Exchanges. The contact details of the Company Secretary shall be given to the Stock Exchange and shall also be made available on Company’s website.
- (ii) All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:
  - a) For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting; the intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.
  - b) For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
  - c) For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.
- (iii) In case the disclosure is made after the above specified time period, the Company shall provide explanation for the delay along with the disclosure(s) made to the Stock Exchanges.
- (iv) The Company shall provide specific and adequate reply / clarification to all the queries raised by the Stock Exchanges with respect to any event or information, whether material or immaterial, as soon as reasonably practicable.

## **8. DISPLAY AND DISCLOSURES**

8.1. The disclosures made to the Stock Exchanges shall also be hosted on the website of the Company for a period of 5 years and thereafter shall be archived as per the ‘Record Retention, Archival and Destruction Policy’ of the Company.

8.2. This Policy shall also be uploaded on the website of the Company at [www.axiscades.com](http://www.axiscades.com).

## **9. POLICY REVIEW**

9.1. This Policy shall be reviewed by the Board within a reasonable period or whenever any mandatory requirement arises in the area of SEBI Listing Regulations. The amendment, if any, brought to the Policy shall be approved by the Board of Directors of the Company.

## **10. DISCLAIMER**

10.1. In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the law, rule, regulation or standard.