



## **ADC INDIA COMMUNICATIONS LIMITED**

### **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURES**

**(Amended and effective May 27, 2025)**

#### **A. PREAMBLE**

The Securities and Exchange Board of India ("SEBI") has promulgated the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Regulation 30 of the Listing Regulations requires the listed companies to make disclosures of any events or information which, in the opinion of its Board of Directors, is material. The listed companies are required to frame a policy for determination of materiality, based on the criteria specified in the Listing Regulations duly approved by its Board of Directors.

#### **B. OBJECTIVE OF THE POLICY**

To have a Policy for determining materiality of events or information for disclosures and to ensure timely and appropriate disclosure of such events or information as required under the Listing Regulations.

#### **C. DEFINITIONS**

The words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the Securities and Exchange Board of India Act, 1992, Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder, as amended from time to time.

#### **D. SCOPE AND APPLICABILITY OF THE POLICY**

This Policy is applicable to all disclosures of Material Events or Information by the Company, which in the opinion of the Board of Directors of the Company is material.

Regulation 30 of the Listing Regulations has divided the events that need to be disclosed broadly into the following categories.

- a. Events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and the Company shall make disclosure of such events.
- b. Events specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosure based on application of Materiality Criteria.

#### **E. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION**

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria shall be considered for determining the materiality of event/information for disclosure under this Policy:

##### **I. Qualitative Materiality Criteria:**

- 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.



## **II. Qualitative Materiality Criteria:**

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.

**III.** In case where the criteria specified in clauses I and II are not applicable, an event/information will be considered material if in the opinion of the Board of Directors and/or Key Managerial Personnel(s) of the Company i.e., Managing Director, Chief Financial officer and Company Secretary of the Company, the event or information is considered material and ought to be disclosed.

## **F. TIMELINES FOR DISCLOSURE**

The Company shall disclose all events or information which are material in terms of the provisions of the Listing Regulations as soon as reasonably possible and in any case not later than the following:

- (i) 30 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 (in case the meeting of the Board of Directors closes during the normal trading hours of that day).
  - In case the meeting of the Board of Directors closes after normal trading hours of that day but more than 3 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 3 hours from the closure of the board meeting.
  - In case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within 30 minutes or 3 hours, as applicable, from closure of such meeting for the day on which it has been considered.
- (ii) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company.
- (iii) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

However, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines.

If 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, 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.



Disclosure of any material development shall be made on a regular basis of any event/information, till such time the event/information is resolved/ closed with relevant explanations.

## **H. AUTHORISED PERSONS**

Key Managerial Personnel(s) of the Company, i.e. Managing Director, Chief Financial Officer and Company Secretary of the Company are severally authorized for the purpose of determining the materiality of an event or information and for the purpose of making disclosures to Stock Exchange (s) after taking into consideration the various provisions of the Listing Regulations and this Policy. They are also authorized to provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information. The Company Secretary shall co-ordinate the dissemination of such events and information to the Stock Exchange(s).

The details of the person authorized to determine the materiality of events/information and making disclosures to the stock exchange(s) shall be disclosed on the website of the Company.

The Senior Management Personnel and such other persons, as determined by the aforesaid Authorized Persons shall be responsible for identifying potential event(s) or information pertaining to their functional roles and report to the same to the aforesaid Authorized Persons with adequate supporting data/information. The Authorized Persons will then ascertain the materiality of such event(s) or information based on the materiality guidelines for disclosure to the stock exchanges

## **I. DISCLOSURE OF THE POLICY**

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

Further the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under the Listing Regulations and such disclosure shall be made available on the website of the Company for the period required under the Listing Regulations.

## **J. LIMITATION, REVIEW AND AMENDMENT**

The Board of Directors may review and amend this Policy as and when deemed necessary. In the event of any conflict between the provisions of this Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail over this Policy. Any amendments to the Listing Regulations shall *mutatis mutandis* be deemed to have been incorporated in this Policy.

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