

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

[This version of Policy on Determination of Materiality of Events/Information is approved by Board of Directors on July 26, 2023]

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGES

1. INTRODUCTION

Securities and Exchange Board of India (SEBI) has introduced SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”), in substitution and complete exclusion of the prevailing Listing Agreement entered into by the Company with the Stock Exchanges.

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”), Aksh Optifibre Limited (hereinafter the Company) is required to formulate and adopt a policy for determination of materiality of an event or information and for the purpose of making disclosures to stock exchange under this regulation.

Accordingly, this “**Policy for Materiality of Event/Information**” is adopted by Board of Directors in their meeting held on November 14, 2015, to be applicable and effective on the Company from December 02, 2015.

1.1 On 14 June 2023, SEBI notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR 2023 Amendment”) inter alia made amendment in Regulation 30 and Schedule III of the Listing Regulations. In line with above amendment, this Policy has been amended and approved by the Board of the Company in its meeting held on July 26, 2023.

2. OBJECTIVE

Aksh Optifibre Limited (AOL) being a listed entity, is obliged to comply with the SEBI (Listing Obligations & Disclosure requirements) Regulations- 2015, and all the persons investing in the Company and/ or are in any way attached with the Company have equal right to access information that may affect/ impact their decision for the Company’s securities.

To assist Relevant Employees in identifying potential material event/ information and reporting the same to the Authorized Key Managerial Personnel of the Company, as authorized by the Board of the Company for determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) where the securities of the Company are listed (“Stock Exchanges”).

3. DEFINITIONS

3.1. For the purposes of this policy a ‘**Material Event**’ is defined as any action/ decision by the Board of Directors/ Key Managerial Personnel(s) or any other acts or facts of technical, business, or economical , and / or financial nature related to company’s business that can significantly influence:

- i. The market price of the securities issued by the Company;
 - ii. An investor’s decision to buy, sell or otherwise deal in such securities.
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3.2. For the purpose of this Policy, ‘*Authorized Key Managerial Personnel’s*’ shall include Managing Director/Whole-time Director/Chief Executive Officer, Chief Financial Officer or the Company Secretary of the Company, as authorized by the Board of the Company for determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) where the securities of the Company are listed (“Stock Exchanges”).

3.3. For the purpose of this Policy, ‘*Relevant Employees*’ shall include:

- (a) Key Managerial Personnel’s as defined under section 2(51) of the Companies Act, 2013;
- (b) Senior management as defined under Regulation 16(1)(d) of Listing Regulations;
- (c) Designated Persons as identified by the Authorized Key Managerial Personnel’s or the Board.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

The company shall make disclosure of any events or information which, in the opinion of the Board of Directors, is material on the following 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;
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. 2% (two percent) of turnover, as per the last audited consolidated financial statements of the listed entity;
 - ii. 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 net worth is negative;
 - iii. 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the listed entity;

The Company Secretary of the Company shall, upon completion of audit of the Company’s financial statements for each financial year intimate the Relevant Employees and Authorised KMPs, of the aforesaid values for each financial year.

- (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 listed entity, the event or information is considered material .

Provided that any continuing event/ information which become material pursuant to notification of the LODR 2023 Amendment, shall be disclosed by the Company on or before August 14, 2023.

5. AUTHORITY

- 5.1. The Board of Directors of the Company has authorized the Managing Director/Chief Executive Officer, Chief Financial Officer and Company Secretary (“Authorized Key Managerial Personnel’s”), any two of them acting jointly, to determine the materiality of any event/ information (including that of its subsidiaries) for the purpose of disclosure to the Stock
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Exchanges.

5.2. Such disclosures can be made either by Company Secretary, Chief Financial Officer or Managing Director/Chief Executive Officer of the Company.

6. MATERIAL EVENTS OR INFORMATION

- 6.1. In pursuance to Regulation 30 of the Listing Regulations & within the framework of this policy the Board through the Key Managerial Person(s), would be authorized to disclose the Events/Information specified in Para A of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges, without application of the criteria as specified in Clause 4(c) of this Policy.
- 6.2. In pursuance to Regulation 30 of the Listing Regulations & within the framework of this policy any events and information specified in Para B of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges based on conforming to the criteria as specified in Clause 4(c) of this policy.
- 6.3. Any other event/ information viz. major development that is likely to affect business of the Company significantly in opinion of the Board of the Company shall be disclosed to the Stock Exchanges, such as:
 - (a) Emergence of new technologies;
 - (b) Expiry of patents;
 - (c) Any change of accounting policies that may have a significant impact on the accounts of the Company and brief details thereof;
 - (d) 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.
- 6.4. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the Listing Regulations, but which may have material effect on the Company, as determined by the Board of the Company or Authorize KMPs in accordance with Clause 4(d) of this Policy, the Company is required to make disclosures in regard thereof.
- 6.5. In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- 6.6. The Company may make disclosures of events/ information as specified by SEBI from time to time.

7. COMPLIANCES

The Company shall comply with the requirements of Listing Regulations amended time to time and Companies Act, 2013, in respect of identified Events/Information in terms of this Policy.

8. DISCLOSURE

- 8.1. The Company shall disclose to the Stock Exchanges all events/ information which are material in terms of the provisions of this Policy and Regulation 30 of the Listing Regulations, as soon as reasonably possible and in any case not later than:
- (a) 30 (thirty) minutes from closure of the Board meeting in which the decision pertaining to the event/ information has been taken;
 - (b) 12 (twelve) hours from occurrence of event/ information, where the event/ information is emanating from within the Company;
 - (c) 24 (twenty-four) hours from occurrence of event/ information, where the event/ information is not emanating from within the Company.
- 8.2. Disclosures with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.
- 8.3. In case disclosure is made after timelines specified under Regulation 30 of the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.
- 8.4. The Company shall disclose all events/ information with respect to its subsidiaries which are material for the Company.
- 8.5. The material disclosures under this Policy shall be disclosed to the Stock Exchanges and also posted on the company website (www.akshoptifibre.com). Further, the following is also to be observed:
- (a) all events or information which has been disclosed to stock exchange(s) and such disclosures shall be hosted for a minimum period of Five (5) years and thereafter as per the archival policy of the listed entity, as disclosed on its website;
 - (b) make disclosures updating material developments on regular basis, till the event is resolved/closed;
 - (c) the contact details of authorized Key Managerial Personnel.

9. AMENDMENT

This Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. In case any provisions of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations (“Statutory Provisions”), the provisions of Statutory Provisions shall prevail.
