



POLICY FOR DETERMINING OF MATERIALITY EVENT & INFORMATION

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1. Preface

The Board of Directors (the ‘Board’) of Tracxn Technologies Limited (the ‘Company’) has adopted the policy for the determination of materiality of events & information (the ‘Policy’). The Policy is framed in accordance with the requirements of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Regulations’/ ‘Listing Regulations’).

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Policy shall automatically be deemed to be included in the Policy, without any further amendment of the Policy by the Board or relevant committee of the Board.

2. Objective

The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

3. Effective Date

This Policy was effective from the date of listing of equity shares of the Company of the Stock Exchange(s). This policy is amended pursuant to the amendment in the Regulations and the amended policy is effective from the date of approval of the Board of Directors viz. 10th February 2025.

4. Definitions

- i. **“Act”** shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- ii. **“Board of Directors”** or **“Board”** shall mean the Board of Directors of Tracxn Technologies Limited, as constituted from time to time.
- iii. **“Company”** shall mean **Tracxn Technologies Limited**.
- iv. **“Uniform Listing Agreement”** shall mean an agreement entered or proposed to be entered into between a recognized stock exchanges and the Company pursuant to Regulations, as amended from time to time.

- v. **“Material Events”** or **“Material Information”** shall mean such events or information as set out in the Annexures or as may be determined in terms of Clause 6 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.
- vi. **“Policy”** shall mean this Policy for Determination of Materiality of events & information and as amended from time to time.
- vii. **“Regulations”** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- viii. **“Schedule”** shall mean Schedule III of Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

- ix. **“Words”** importing the singular number include, where the context admits or requires, the plural number and vice versa.

Words importing the masculine gender also include the feminine gender and neuter gender.

5. Authority to determine Materiality of Events

The respective Heads of the Department (Designated Officers) who are responsible for relevant areas of the Company’s operations to which any item of information relates must report to Chairperson, Executive Director and Chief Financial officer (CFO) of the Company (hereafter referred as “key managerial personnel”) any event / information which is material as defined in this policy or of which Designated Officer is unsure as to its materiality. The Company Secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the key managerial personnel shall:

- i. Review the event / information and take necessary steps to verify its accuracy;
- ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions as per Clause

6 & 7 of this policy.

If the key managerial personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

6. Guidelines for determining Materiality of Events or Information

Certain information is per se Material Information as defined in the Regulations read with Para A of Part A of Schedule III of the Regulations and the Company is required to disclose the same.

Besides per se Material Information, materiality of an event / information must be subject to 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; 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.

All the events/information as specified in Para B of Part A of Schedule III of the Regulations shall be disclosed by the Company based on the application of aforesaid

guidelines/criteria for determination of material events.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A and Para B of Part A of Schedule III of the Regulations but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the event / information. In some cases, inter-alia including disclosure of events specified in paragraph B of Part A of Schedule III of the Listing Regulations, if the materiality thresholds as prescribed above cannot be applied, the Chief Financial Officer of the Company, in consultation with the Board of Directors, if required, in such cases, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information / event.

7. Disclosures of Event or Information

Events specified in **Para A of Part A of Schedule III of the Regulations** are deemed to be material events / information and the Company shall make disclosure of such events or information as soon as reasonably possible and in any case not later than the following:

- a. 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 Company 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.

- b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that 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 subparagraph 8 of paragraph B of Part A of Schedule III of the 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.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

The information shall be disclosed in the following manner:

1. Inform the stock exchanges on which the securities of the Company are listed; and
2. Upload on the corporate website of the Company / provide an exact link of the stock exchange intimation on its website

Provided further that disclosure 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.

Provided that in case the disclosure is made after the aforementioned timelines, the Company shall along with such disclosure(s) provide an explanation for the delay.

The Company shall make the disclosure of events/information as specified in Para B of Part A of Schedule III of the Regulations based on application of guidelines for determining materiality as per clause 6 of the Policy.

The Company shall, with respect to disclosures referred to in Regulation 30 of the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

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

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.

8. Communication and Dissemination of the Policy

This policy after duly approved by the Board of Directors shall be notified and

communicated to all the employees/ functional head of respective departments of the Company. The new employees shall be informed about the policy by the Human Resource and Administration department. For all the Employees and Directors, whether existing or new, a copy of this Policy shall be posted on the Website of the Company www.tracxn.com.

9. Amendments

The Board may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy. The policy is subject to review from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Version History

Version	Approval Date	Description
Version 1	12 th Aug 2021	Adopted by Board of Director
Version 2	19 th Oct 2022	Amended by Board of Director
Version 3	11 th May 2023	Amended by Board of Director
Version 4	1 st Aug 2023	Amended by Board of Director

Note: This policy is amended pursuant to the amendment in the SEBI LODR and the amended policy is effective from the date of approval of the Board of Directors viz. 10th February 2025.