

SOFRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

(Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

1. Preface

In terms of Regulation 30 of SEBI-LODR (as defined herein below), every listed entity shall make disclosures of events or information to Stock Exchange(s) which in the opinion of the Board of Directors of the listed entity are material. The listed entity is required to frame a policy for determination of materiality of events/information under Regulation 30(4)(ii) of the SEBI-LODR for the purpose of adequate, accurate, explicit and timely disclosures of the same to the Stock Exchanges.

Accordingly, the Board of Directors of the Company i.e., **SOFRAK VENTURE INVESTMENT LIMITED (SOFRAK)** has approved and adopted the following Policy for Determination of Materiality of Events/Information to be disclosed to the Stock Exchange(s) from time to time.

2. Effective Date

The Policy shall be effective from 17th February, 2023.

3. Objective of the Policy

SOFRAK, being a listed entity is obligated to comply with the disclosure requirements under the Regulation 30 of the SEBI-LODR. The primary objective of the Policy is to determine the events or information which in the opinion of the Board of Directors is material, considering the criteria mentioned in the Regulation 30(4)(i) of the SEBI- LDOR and needs to be disclosed to the Stock Exchanges in the timeframe provided therein.

The Policy intends to provide guidance to the Board of Directors, Key Managerial Personnel and other employees of the Company in understanding and making decisions about disclosure of such events or information which may materially affect the performance/operation of the Company and thereby the prices of the listed securities of the Company. Further, the Policy is designed for systematic identification, categorization, review and disclosure to the stock exchanges and hosting on the Company's website and regular updation of the events/ information which may have material bearing on the performance /operation of the Company and as a result, affect the market prices of the listed securities of the Company.

4. Words/Expressions used but not defined in the Policy shall have the same meaning as assigned to them in the SEBI-LODR or any modification thereto.

5. Definitions

Amended effective February 17, 2023

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

“**Audit Committee**” means the Audit Committee as constituted from time to time by the Board of Directors of the Company.

“**Board of Directors**” means the Board of Directors of **SOFTRAK VENTURE INVESTMENT LIMITED (SOFTRAK)** as constituted from time to time.

“**Company**” means **SOFTRAK VENTURE INVESTMENT LIMITED (SOFTRAK)**.

“**Key Managerial Personnel**” (**KMP**) means and includes Chairman, Whole-time Directors and Company Secretary of the Company, in accordance with Section 2(51) of the Companies Act, 2013 who may be authorized (jointly and/or severally) to determine the material events or information for disclosing to Stock Exchanges from time to time and for making disclosures to Stock Exchanges under the Regulation 30 of SEBI-LODR.

“**Policy**” shall mean this Policy for determining materiality of events/information for disclosure to Stock Exchanges and as amended from time to time.

“**SEBI-LODR**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

6. Categories For Events/ Information Category-A

In terms of Regulation 30(2) (Sub Para 4 of Para A of Part A of Schedule-III) of SEBI-LODR, the following events/information shall be disclosed within 30 minutes of the conclusion of the Meeting of the Board of Directors where the relevant event/information is considered by the Board:

- I. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- II. any cancellation of dividend with reasons thereof;
- III. the decision on buyback of securities;
- IV. the decision with respect to fund raising proposed to be undertaken
- V. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- VI. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- VII. short particulars of any other alterations of capital, including calls;
- VIII. financial results;
- IX. decision on voluntary delisting by the Company from stock exchange(s)

X. Category-B

In terms of Regulation 30(2) (Para A of Part A of Schedule-III) of SEBI-LODR, the following events/information shall be disclosed not later than 24 hours of the occurrence of the event without any application of the guidelines for materiality specified herein in accordance with sub-regulation (4)(i) of the Regulation 30:

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

For the purpose of the above sub-para, the word “**acquisition**” shall mean-

- a. acquiring control, whether directly or indirectly; or,
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - I. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
 - II. there has been a change in holding from the last disclosure made under sub-clause (I) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.
 - (i) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
 - (ii) Revision in Rating(s).
 - (iii) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 - (iv) Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
 - (v) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer.
 - (vi) Appointment or discontinuation of share transfer agent.
 - (vii) Corporate debt restructuring.
 - (viii) One time settlement with a bank.
 - (ix) Reference to BIFR and winding-up petition filed by any party /creditors.
 - (x) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
 - (xi) Proceedings of Annual and extraordinary general meetings of the Company.
 - (xii) Amendments to memorandum and articles of association of the Company, in brief.
 - (xiii) Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

Category-C

In terms of Regulation 30(3) (Para B of Part A of Schedule-III) of SEBI-LODR, the following events/information shall be disclosed not later than 24 hours of the occurrence of the event subject to the Materiality of Event to be determined by the Company based on the application of the criteria for Materiality as specified in para 7 below in accordance with sub-regulation (4)(i) of the Regulation 30:

- (i) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- (ii) Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
- (iii) Capacity addition or product launch.
- (iv) Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- (v) Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- (vi) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lock outs, etc.
- (vii) Effect(s) arising out of change in the regulatory frame work applicable to the Company.
- (viii) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- (ix) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
- (x) Options to purchase securities including any ESOP/ESPS Scheme.
- (xi) Giving of guarantees or indemnity or becoming a surety for any third party.
- (xii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Category- D

In terms of Para C of Part A of Schedule-III of SEBI-LODR any other information/event viz. major development that is likely to affect business shall be disclosed not later than 24 hours of the occurrence of the event e.g. emergence of new technologies; expiry of patents; and any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and 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.

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

Further in terms of Regulation 30(12) of the SEBI-LODR in case where an event occurs or any information is available with the Company, which has not been indicated above in category A or category B or category C but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof,

Category - E

The Board of Directors/Competent Authority shall without prejudice to the generality of provisions specified above, may disclose any other event/information within the prescribed time as required by the SEBI.

7. Criteria For Determining Materiality For Disclosure Of Events/ Information Listed Under Category C Above

The following criteria shall be followed for determination of Materiality of events/information listed under Category 'C' above:

- 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. in case where the criteria specified in sub-clauses (a) and (b) above are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company/Competent Authority, the event / information is considered material.

In addition to the above, the Board of Directors/Competent Authority (as defined herein below) may consider the impact on the following parameters for determination of materiality of an event:

1. Cash flow position
2. Credit worthiness
3. Volume and scope of operations
4. Revenue
5. Employee retention and attrition
6. Workers agitation including cases of strikes, lock outs, etc.
7. Factors affecting the market price or the volume of securities listed on stock exchange(s).
8. Parameters which may affect the goodwill of the Company.

However, the limit, if any, for each of the above-mentioned parameters may be decided by the Board of Directors/Competent Authority.

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

8. Procedure for Disclosure

The Functional Director(s)/Head of Department(s) of the Company shall be communicated regarding the requirements under this Policy. The concerned Functional Director/ Head of Department shall bring all the events/information to the attention of the Board of Directors/Competent Authority in writing for their consideration. The said written communication shall contain all the required information as required under SEBI-LODR and shall be communicated to the Board of Directors/Competent Authority well in time so that the requirements of this Policy can be adhered to. Any such event/information, which is brought to the notice of the Board of Directors/Competent Authority and they opine that the same is required to be disclosed to the Stock Exchange(s), shall be disclosed in terms of this Policy.

9. Competent Authority

The Chairman and Director (Finance) are designated as Competent Authority by the Board of Directors, who are jointly and/or severally authorized on behalf of the

Company to determine whether the event / information is material or not for disclosure to the Stock Exchanges in accordance with this Policy.

Their contact details are as under:

Name: Arpita Mittal

Designation : Compliance Officer

Official Address: **201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad GJ 380052 IN**

10. Delay in Disclosures/Updation/Replies to the Stock Exchange(s)

- a) In case any disclosure of any event or information required to be made in accordance with this Policy is made to the Stock Exchange(s) after twenty-four
- b) (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.
- c) Any event/information which has been disclosed to the Stock Exchange(s) in accordance with this Policy shall be updated regularly on the basis of any material development till the event is resolved/closed with relevant explanations.
- d) The Company shall provide specific and adequate reply to all queries raised by any Stock Exchange(s) with respect to any events or information.

Updation of Company's Website and Disclosures to Stock Exchange(s)

SOFTRAK VENTURE INVESTMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURE TO STOCK EXCHANGE(S)

The Company shall update all disclosures of events made under the Policy to the Stock Exchange(s) on its website and such disclosures shall be continued to be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company, as disclosed on the website.

11. Disclosure of events / information on Subsidiaries

The Company shall disclose such events/information about the subsidiary companies which are considered material in nature for the Company by the Board/ Competent Authority.

12. Dealing with unapproved disclosure event or information and/ or rumours.

The Competent Authority, Company Secretary and Chief of Corporate Affairs are hereby jointly and/ or severally authorized to accept/deny any reported event/information, which is accidentally disclosed without approval or is made public by any means whatsoever including but not limited to media, electronic means. They are further authorized to respond to the rumors amongst the general public, having no basis or documentation, in the interest of the Company.

13. Compliance Officer

The Company Secretary shall be the Compliance Officer for the purpose of complying with the provisions of the SEBI-LODR and shall ensure overall compliance of this Policy, including making disclosure to the Stock Exchange(s) of event/ information as approved by the Board of Directors/ Competent Authority.

14. Amendment

Chairman, SOFTRAK is authorized to amend or modify this Policy on the recommendations of the Audit Committee. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

=====