

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Introduction

3i Infotech Limited ("**Company**") is committed to being open and transparent with all its stakeholders in ensuring timely and accurate disclosure of all material events or information. The Company's securities are traded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (collectively, "**Stock Exchanges**" and each a "**Stock Exchange**") and the Company is required to comply with the continuous disclosure obligations imposed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**").

As per the Listing Regulations, a listed entity is required to frame a policy for determination of materiality of events or information which are required to be disclosed to the Stock Exchanges. This Policy (as defined below) is framed and implemented for the purposes of ensuring compliance with these requirements of the Listing Regulations.

2. Purpose

This Policy is aimed at providing: (a) assistance to the relevant employees of the Company in identifying any potential material events or information and reporting the same to the KMPs (as defined below) for determining the materiality of the said event or information for making the necessary disclosures to the Stock Exchange; and (b) guidance to the KMPs to determine the materiality of events or information for making the necessary disclosures to the Stock Exchanges and to ensure that the Company complies with the disclosure obligations under the Listing Regulations and any other applicable regulations.

3. Definitions

In this Policy, unless the context otherwise requires:

- a) "Board of Directors" means the board of directors of the Company.

- b) "Key Managerial Personnel" or "KMP" means the chief executive officer, managing director, whole-time director, chief financial officer and company secretary and such other personnel as may be prescribed by the Company from time to time.
- c) "Policy" means this policy for the determination of materiality of events or information framed pursuant to the Listing Regulations.
- d) "SEBI" means the Securities and Exchange Board of India
- e) "Subsidiary" means a subsidiary as defined under sub-section (87) of Section 2 of the Companies Act, 2013.

All other words and expressions used but not defined in this Policy, shall have the meanings provided to such terms in the Securities and Exchange Board of India Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

4. Authority

This original Policy has been adopted by the Board of Directors of the Company at its board meeting held on October 12, 2018 and thereafter it was amended in line with the amendments made in Listing Regulations and the revised Policy has been approved by the Board of Directors of the Company at its board meeting held on July 28, 2023. This Policy shall also be displayed on the website of the Company. This Policy shall supersede all existing policies and regulations of the Company with respect to the subject matter hereof.

5. Guidelines for determination of materiality of events or information

- 5.1. The Company shall disclose to the Stock Exchanges all events or information with respect to itself and with respect to all its Subsidiaries which are material for the Company.
- 5.2. Without prejudice to clause 5.1 above, the Company shall disclose to the Stock Exchanges all events or information specified in Para A of Part A of Schedule III of the Listing Regulations all of which shall be deemed material.

- 5.3. Further, the Company shall disclose to the Stock Exchanges all events or information specified in Para B of Part A of Schedule III of the Listing Regulations based on application of guidelines/criteria of materiality set out in sub-clause (a) to (d) below and the criteria set out in Regulation 30(4) of the Listing Regulations. Each event or information specified in Para B of Part A of Schedule III of the Listing Regulations will be considered material if:
- (a) the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
 - (b) the omission of such event or information is likely to result in significant market reaction, if the said omission came to light at a later date;
 - (c) the value or the expected impact in terms of value of such event or information exceeds the lower of following:
 - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (ii) 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;
 - (iii) 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 criteria specified in sub-clauses (a), (b) and (c) above are not applicable, if such event or information is considered material in the opinion of the Board of Directors.
- 5.4. The Company shall also disclose all information as specified in Para C of Part A of Schedule III to the Listing Regulations including any information and/or event 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. 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.
- 5.5. Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by the Board of Directors from time to time.

- 5.6. In case where an event occurs or an information is available with the Company, which has not been indicated in the above clauses but which may have material effect on the Company then the Company is required to make adequate disclosures in this regard.
- 5.7. In case the Company is required to disclose an event or information pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall, in accordance with Regulation 30(13) of the Listing Regulations disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- 5.8. All disclosures shall be made as soon as reasonable possible and no later than the timelines prescribed under the Listing Regulations including Regulation 30(6) of the Listing Regulations.

6. Continuing Disclosure and Hosting on Website

The Company shall, with respect to the disclosure made under this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy, and such disclosures shall 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 disclosed on its website.

7. Authorization for determination of materiality of event or transaction or information

The relevant employees of the Company shall report to the KMPs all the events and information: (a) specified in Para A of Part A of Schedule III of the Listing Regulations (which are deemed material); (b) events and information specified in Para B of Part A of Schedule III of the Listing Regulations (which could be potentially material based on application of the guidelines/criteria mentioned in clause 5 above); and (c) other events and information mentioned in clause 5 above that could be potentially material.

The KMPs are authorized to decide the “materiality” of any event and information and for the purpose of making disclosures to the Stock Exchanges. For the purposes of making such disclosures, the KMPs shall intimate the Company Secretary (details mentioned below) who shall disclose the said information to the Stock Exchanges.

The KMP`s are also empowered to, subject to applicable law, seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMP`s shall have the following powers and responsibilities for determining the material events or information:

- (a) To review and assess an event or information that may qualify as “material” and may require disclosure on the basis of facts and circumstances prevailing at a given point in time;
- (b) To consider such other events or information that may require disclosure to be made to the Stock Exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters;
- (c) To ensure that any confidential information which if disclosed is likely to put at risk, the business interest of the Company is, subject to applicable law including the Listing Regulations, not disclosed and to that extent or make qualified disclosures to the Stock Exchanges on behalf of the Company;
- (d) To review and finalise the details to be disclosed. The contents of the disclosure shall be in line with the Listing Regulations and the circulars issued by the SEBI in this regard, and as may be amended from time to time; and
- (e) To provide specific and adequate replies to all queries raised by Stock Exchanges in respect of any event or information.

8. Review & Amendment

Subject to the requirements of the Listing Regulations, this Policy shall be reviewed as and when required by the KMP to ensure that it meets the objectives of this Policy and the applicable law including the Listing Regulations. The Board of Directors shall approve changes/amendments to this Policy, proposed by the KMP, as may be expedient considering the applicable law for the time being in force.

Nothing in this Policy shall dilute the requirements specified under the Listing Regulations and in case of a conflict the provisions of the Listing Regulations shall prevail.

9. Contact Details

Questions or clarifications about this Policy or disclosures made by the Company should be referred to the following:

Name: Mrs. Varika Rastogi

Designation: Company Secretary and Head - Legal

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