

INTERNATIONAL DATA MANAGEMENT LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND DISCLOSURE OF INFORMATION

1. PREAMBLE

This Policy for Determination of Materiality of Events and Disclosure of Information (“Policy”) has been formulated in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time.

The objective of this Policy is to ensure timely, adequate, accurate and transparent disclosure of material events and information by International Data Management Limited (“Company”) to the Stock Exchange(s), in accordance with the applicable provisions of the SEBI LODR Regulations and other applicable laws.

The Policy aims to ensure that all investors, stakeholders and other interested parties receive material information relating to the Company in a fair, timely and consistent manner.

2. OBJECTIVES

The objectives of this Policy are:

1. To establish a framework for determining the materiality of events and information;
2. To ensure timely disclosure of material events and information to the Stock Exchange(s);
3. To ensure that disclosures made by the Company are accurate, adequate, factual, clear and not misleading;
4. To ensure uniformity and consistency in the disclosure process; and
5. To facilitate compliance with Regulation 30 and other applicable provisions of the SEBI LODR Regulations.

3. DEFINITIONS

Unless the context otherwise requires:

“**Board**” means the Board of Directors of the Company.

“**Company**” means **International Data Management Limited**

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

“**Stock Exchange(s)**” means the stock exchange(s) where the securities of the Company are listed.

“**Material Event**” or “**Material Information**” means an event or information which is required to be disclosed to the Stock Exchange(s) under Regulation 30 of the SEBI LODR Regulations or which is determined to be material in accordance with this Policy.

Words and expressions used but not defined herein shall have the meanings respectively assigned to them under the SEBI LODR Regulations, the Companies Act, 2013 and other applicable laws.

4. PRINCIPLES FOR DETERMINATION OF MATERIALITY

The Company shall determine the materiality of an event or information based on the criteria prescribed under the SEBI LODR Regulations.

The Company shall consider the criteria as specified in Clause (i) of Sub-regulation (4) of Regulation 30 of the Listing Regulations for determination of materiality of events/ information as under:

- (a) the omission of an event or information 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;

In respect to the above, the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- (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 or Manager or Director`s of the Company, the event or information is considered material.

In addition, the Company shall consider the qualitative and quantitative impact of the event or information on its financial position, operations, reputation, securities, shareholders, investors and other stakeholders.

5. EVENTS AND INFORMATION REQUIRING DISCLOSURE

The Company shall disclose such events and information as are required to be disclosed under Regulation 30 of the SEBI LODR Regulations, including events and information specified in the applicable schedules/annexures to the said Regulations.

- A.** The events / information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events. Upon occurrence of such events/information the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality.
- B.** The events/ information specified in Para B of Part A of Schedule III to the Listing. -

Regulations shall be disclosed upon occurrence, based on application of the guidelines for materiality as specified in clause 4 of this Policy.

- C. Any other information/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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the SEBI from time to time.
- E. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
- F. The Company shall disclose all events or information with respect to its Subsidiaries which are material for the listed entity.
- G. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- H. The listed entity may on its own initiative also confirm or deny any reported event or information to stock exchange(s).
- I. In case where an event occurs or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.
- J. In case an event or information is required to be disclosed by the listed entity, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

6. AUTHORITY FOR DETERMINING MATERIALITY

The Company Secretary and Compliance Officer and the Chief Financial Officer of the Company shall and in their absence, either of the Directors are authorized to determine the materiality of an event or information and to make appropriate disclosures to the Stock Exchange(s).

The details of such authorized persons are disclosed on the Company's website and/or to the Stock Exchange(s).

The authorized person(s) shall have the authority to seek necessary information, clarification or professional advice from the concerned departments, officers, advisors or consultants of the Company for determining the materiality of an event or information.

7. PROCEDURE TO BE FOLLOWED FOR DISCLOSURE

- **All Senior Management Personnel / Officers of the company shall be under an obligation to disclose material event and/or price sensitive information to the Compliance Officer.**
- **Upon receipt of information mentioned above, the Company Secretary and Compliance Officer shall make disclosure of the material events / price sensitive information to the Stock Exchange(s) with information to Director(s) in line with the objective of the policy stated in clause 2.**
- **The Compliance Officer shall disclose all material events / information mentioned in clause 5 as soon as reasonably possible and within the timelines prescribed under Regulation 30 of the SEBI LODR Regulations.**
- **In case the disclosure is made after prescribed timeline of occurrence of event or information, the explanation for delay shall also be provided along with the disclosure.**
- **All disclosures made by the company to the stock exchanges shall be hosted on the website of the company for a minimum period of five years.**

8. UPDATES AND MATERIAL DEVELOPMENTS

The Company shall provide regular updates, wherever required, on material developments relating to events or information previously disclosed to the Stock Exchange(s), until such time as the event is resolved or closed.

The Company shall also disclose material developments in respect of material events or information which may have an impact on the Company, its operations, financial position or securities.

The Company shall ensure that the disclosures made are factual, accurate, complete and sufficiently detailed to enable investors and other stakeholders to understand the nature and implications of the event or information.

9. DISCLOSURE ON THE COMPANY'S WEBSITE

The Company shall disclose the material events or information furnished to the Stock Exchange(s) on its website, where required under applicable provisions of the SEBI LODR Regulations.

Such disclosures shall be hosted on the Company's website for the period prescribed under applicable laws and regulations.

The Company shall ensure that the information available on its website is consistent with the disclosures made to the Stock Exchange(s).

10. CONFIDENTIALITY AND DISCLOSURE CONTROLS

All officers and employees of the Company shall maintain confidentiality of unpublished price sensitive information and other confidential information in accordance with applicable laws and the Company's policies.

No employee or officer shall independently communicate material or price-sensitive information to any Stock Exchange, media organization, investor or other external party unless duly authorized.

Any communication relating to a material event or information shall be coordinated through the authorized person(s) designated under this Policy.

Nothing contained in this Policy shall prevent the Company from making disclosures required under applicable law or responding to regulatory, statutory or judicial requirements.

11. RESPONSIBILITY

The concerned officers, departments and business units of the Company shall promptly report any event or information which may potentially require disclosure under Regulation 30 to the authorized person(s).

The authorized person(s) shall:

1. evaluate the event or information;
2. determine whether it is material;
3. obtain necessary approvals, wherever required;
4. ensure timely disclosure to the Stock Exchange(s);
5. coordinate subsequent updates and disclosures; and
6. maintain appropriate records of materiality assessments and disclosures.

The Board of Directors shall have overall responsibility for ensuring that the Company maintains an appropriate framework for compliance with the applicable disclosure requirements.

12. AMENDMENTS

The Board of Directors may amend, modify, revise or replace this Policy from time to time, either suo motu or pursuant to any amendment in the applicable laws, rules, regulations, circulars, notifications or guidelines.

In the event of any conflict between this Policy and the provisions of the SEBI LODR Regulations or any other applicable law, the provisions of such law or regulation shall prevail.

Any amendment required solely to incorporate changes mandated by applicable law may be carried out with the approval of the Board or such authority as may be authorized by the Board, subject to applicable legal requirements.

13. INTERPRETATION

Any question or difficulty arising in the interpretation or implementation of this Policy shall be referred to the Board of Directors or the person(s) authorized by the Board, whose decision shall be final and binding, subject to the provisions of applicable law.

14. REVIEW OF THE POLICY

This Policy shall be reviewed periodically and whenever there is a material change in the applicable regulatory framework or circumstances of the Company.

The Policy shall be made available on the Company's website, where required under applicable law.