

## **STL NETWORKS LIMITED**

### **Policy for determination of materiality of any event / information**

**Owner:**

Secretarial Department

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The Board of Directors (the “**Board**”) of STL Network Limited (the “**Company**” or “**SNL**”), has adopted the policy for determination of materiality (the “**Policy**”) for disclosure of events or information to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) as required by and in accordance with criteria specified in Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) at its meeting held on March 6, 2025.

## 1. PURPOSE

The Purpose of the Policy is as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly- traded company as laid down by the Listing Regulations, various Securities Laws and any other legislations. (In India or Overseas).
- b. To ensure that information disclosed by the Company is timely, transparent and continuous till the termination/ conclusion of the specific event or information.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of Material/ Unpublished Price Sensitive Information within the context of the Company’s disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company’s approach to disclosure, raise awareness and reduce the risk of selective disclosures.
- g. To assist the Relevant Employees of the Company in identifying any potential material event or information and reporting the same to the Key Managerial Personnel (“KMP”) under this Policy.

## 2. ADMINISTRATION

The Compliance Officer of the Company (“Administrator”) shall be in-charge of administration of this Policy and to ensure that the implementation process and procedures prescribed herein are duly followed.

The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

### **3. ADHERENCE OF THE POLICY BY THE EMPLOYEES:**

The Company expects from all its employees to understand and fully comply with this Policy and schedules.

### **4. RELEVANT EMPLOYEES:**

‘Relevant Employees’ shall mean the specific employees as defined under Standard Operating Procedure (SOP) will be responsible for identifying any potential material events or information and their further dissemination and reporting as per the statutory provisions.

The events or information which require reporting shall be timely communicated by the Relevant Employees as per the procedure laid down in SOP.

### **5. PERSONS RESPONSIBLE FOR DISCLOSURE**

The Board of Directors of the Company authorized the KMP as defined in sub-section (51) of the Section 2 of the Companies Act, 2013 (“the Act”) and as appointed under Section 203 of the Act to determine materiality of an event or information and to make appropriate disclosures on a timely basis. The KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMPs shall have 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 determine the appropriate time at which the disclosures are to be made to the stock exchanges based on the assessment of actual time of occurrence of an event or information.
- c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/ closed, with relevant explanations.
- d. 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.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

### **6. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” (hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations, the Industry Standard notes as amended from time to time or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges from time to time will be disclosed based on application of materiality criteria.

The Company shall consider the following criteria for determination of materiality of events/ information:

The omission of an event or information:

- (a) Which is likely to result in discontinuity or alteration of an event or information already available publicly; or
- (b) Which is likely to result in significant market reaction if the said omission comes to light at a later date; or
- (c) Whose value or the expected impact in terms of value, exceeds the lower of the following:
  - i. 2% of turnover, as per the last audited consolidated financial statements of the Company;
  - ii. 2% 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. 5% 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(s) specified in (a), (b) and (c) above are not applicable, if in the opinion of the Board of Directors of the Company or the KMPs authorised by the Board of Directors, the event / information is considered as “Material”.

## **7. DISCLOSURE OF EVENTS OR INFORMATION**

- A. Upon occurrence of the events/ information specified in Para A of Part A of Schedule III to the Listing Regulations, the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality.
- B. Upon occurrence of the events/ information specified in Para B of Part A of Schedule III to the Listing Regulations, the Company shall make disclosure to the Stock Exchanges after following the procedural guidelines as given in para 8 of this Policy.
- C. All information as specified in Part B of Schedule III of the Listing Regulations shall be disclosed which shall have bearing on performance/ operation of the Company or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities.

### Timelines for disclosures

Nature of information	Timelines for disclosure
Events occurring or information originating within the Company	Within 12 hours
Events occurring or Information originating outside the Company that is informed by a third party	Within 24 hours
Outcome of board meeting for matters specified in Schedule III	<p>Within 30 minutes of the conclusion of the Board Meeting if the Meeting concludes before the close of normal trading hours.</p> <p>Within 3 hours of the conclusion of the Board Meeting, if the Meeting concludes after the closing of normal trading hours.</p> <p><i>(normal trading hours means time period for which the recognized stock exchanges are open for trading for all investors)</i></p>
Any other matters specified in Schedule III	As per the timelines defined/ prescribed by SEBI

The Company shall, with respect to disclosures referred to in Regulation 30 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 make adequate disclosures, 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, but which may have material effect on it.

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

## 8. PROCEDURAL GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

1. The Relevant Employees must report to the Whole time Director or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company any event/ information which may possibly be material or of which the Relevant Employee is unsure as to its materiality. The

event/ information should be reported immediately after a Relevant Employee becomes aware of it.

2. On receipt of communication of potential material event/ information, Key Managerial Personnel will then ascertain the materiality of such event(s) or information based on the above guidelines.
3. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges

## **9. OTHER DISCLOSURES**

Where necessary with respect of occurrence of the events / information specified in para C and D of Part A of Schedule III to the Listing Regulations, the procedural guidelines as given in para 8 of this Policy shall mutatis mutandis be followed.

## **10. ARCHIVAL**

As prescribed under Regulation 30(8) of the Listing Regulations, the Company shall disclose on its website all such events or information which have been disclosed to stock exchange(s) under the said regulation, 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 listed entity as disclosed on its website.

## **11. CONTACT DETAILS OF KMPs**

- a. Whole time Director & CEO
- b. Chief Financial Officer
- c. Company Secretary & Compliance Officer

Address: Capital Cyberscape, 15th& 16th Floor, Sector - 59, Gurugram, Haryana, 122102 E-mail  
Id: [investors@inveniatech.com](mailto:investors@inveniatech.com)  
Contact no.: 0124 - 4565850

## **12. CONFLICT**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of said Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy.