



**SHYAMA COMPUTRONICS AND SERVICES LIMITED**  
*(Formerly known as Shyama Infosys Limited)*

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**POLICY ON DETERMINATION OF MATERIALITY  
OF EVENTS**

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**Effective- May 29, 2024**

[As approved by Board of Directors on May 29, 2024]

**Shyama Computronics and Services Limited**

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## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS**

### **I. SCOPE AND PURPOSE**

This policy for determination of materiality of events (hereinafter referred to as 'the policy') is framed in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

The purpose of this Policy is to guarantee fair disclosure of material information to the public and to make sure that the disclosure is prompt, correct, relevant and not misleading, and that all market participants have simultaneous access to any share price sensitive information. This policy describes Shyama Computronics and Services Limited's (formerly known as Shyama Infosys Limited) general guidelines for disclosing information to company's stakeholders and other media, and defines the responsibilities especially in matters relating to information disclosure and investor relations.

This policy shall assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

### **II. APPLICABILITY**

This Policy shall be applicable on all events in the Company, as and when they come under the criteria enumerated in the Policy. This Policy shall be implemented as per the provisions of the applicable laws.

### **III. EVENTS WHICH SHALL BE CONSIDERED DEEMED MATERIAL**

These are events that have to be necessarily disclosed without applying any guidelines of materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of arrangement (amalgamation, merger, demerger or restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company or any other restructuring.
2. 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.
3. New Rating(s) or Revision in Rating(s)
4. Outcome of meetings of the Board of the Company held to consider the following:
  - a. 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;
  - b. Any cancellation of dividend with reasons thereof;
  - c. The decision on buyback of securities;
  - d. The decision with respect to fund raising proposed to be undertaken;
  - e. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

- f. 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;
  - g. Short particulars of any other alterations of capital, including calls;
  - h. Financial results;
  - i. Decision on voluntary delisting by the Company from stock exchange(s).
5. Agreement (viz. shareholders agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreements(s)/ treaty (ies)/ contracts(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
  6. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:
    - Except for such agreements entered into by a Company in the normal course of business unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.
  7. Fraud or defaults by the Company, the Company's Promoter, Director, Key Managerial Personnel, Senior Management or Subsidiary, or arrest of any Key Managerial Personnel, Senior Management, Promoter or Director of the Company, whether occurred within India or abroad.
  8. Change in Directors, Key Managerial Personnel, Senior Management, Auditor and Compliance Officer.
  9. In case of resignation of the Auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
  10. Resignation of Independent Director including reasons for resignation: In case of resignation of an Independent Director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
    - a. The letter of resignation along with detailed reasons for the resignation as given by the said Independent Director;
    - b. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any;
    - c. The Independent Director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided;
    - d. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (iii) above.
  11. In case of resignation of key managerial personnel, senior management, Compliance Officer or

director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.

12. In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
13. Appointment or discontinuation of share transfer agent.
14. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
  - a. Decision to initiate resolution of loans/borrowings;
  - b. Signing of Inter-Creditors Agreement (ICA) by lenders;
  - c. Finalization of Resolution Plan;
  - d. Implementation of Resolution Plan;
  - e. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
15. One time settlement with a bank.
16. Winding-up petition filed by any party/ creditors.
17. 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.
18. Proceedings of Annual and extraordinary general meetings of the Company.
19. Amendments to memorandum and articles of association of the Company, in brief.
20. Schedule of analysts or institutional investors meet at least two working days in advance, excluding the date of the intimation and the date of the meet and presentations made by the Company to analysts or institutional investors.
21. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
  - a. The presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
  - b. The transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
22. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
  - a. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

- b. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
  - d. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - e. List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f. Appointment/ Replacement of the Resolution Professional;
  - g. Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i. Number of resolution plans received by Resolution Professional;
  - j. Filing of resolution plan with the Tribunal;
  - k. Approval of resolution plan by the Tribunal or rejection, if applicable
  - l. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
    - i. Pre and Post net-worth of the company;
    - ii. Details of assets of the company post CIRP;
    - iii. Details of securities continuing to be imposed on the companies' assets;
    - iv. Other material liabilities imposed on the company;
    - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    - vi. Details of funds infused in the company, creditors paid-off;
    - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
    - viii. Impact on the investor – revised P/E, RONW ratios etc.;
    - ix. Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
    - x. Brief description of business strategy.
  - m. Any other material information not involving commercial secrets.
  - n. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
  - o. Quarterly disclosure of the status of achieving the MPS;
  - p. The details as to the delisting plans, if any approved in the resolution plan.
23. In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:
- a. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any
24. Announcement or communication through social media intermediaries or mainstream media by Directors, Promoters, Key Managerial Personnel or Senior Management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.
25. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its Directors, Key Managerial Personnel, Senior Management,

Promoter or Subsidiary, in relation to the Company, in respect of the following:

- a. Search or seizure; or
- b. Re-opening of accounts under section 130 of the Companies Act, 2013; or
- c. Investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the action(s) initiated, taken or orders passed:
  - i. Name of the authority;
  - ii. Nature and details of the action(s) taken, initiated or order(s) passed;
  - iii. Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
  - iv. Details of the violation(s)/contravention(s) committed or alleged to be committed;
  - v. Impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

26. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its Directors, Key Managerial Personnel, Senior Management, Promoter or Subsidiary, in relation to the Company, in respect of the following:

- a. Suspension;
- b. Imposition of fine or penalty;
- c. Settlement of proceedings;
- d. Debarment;
- e. Disqualification;
- f. Closure of operations;
- g. Sanctions imposed;
- h. Warning or caution; or
- i. Any other similar action(s) by whatever name called;

Along with the following details pertaining to the action(s) initiated, taken or orders passed:

- i. Name of the authority;
- ii. Nature and details of the action(s) taken, initiated or order(s) passed;
- iii. Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. Details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. Impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

27. Voluntary revision of financial statements or the report of the Board of Directors of the Company under section 131 of the Companies Act, 2013.

#### **IV. DISCLOSURE**

The Authorized persons shall observe the following for proper and timely disclosure of any material events/ information's as defined hereon:

1. For determining materiality of any event/ transaction, reference is to be made to this policy and the Regulations.
2. Disclosure of events enumerated in Clause 4.4 above shall be made within 30 minutes of the conclusion of the Board Meeting at which such events were discussed along with the time of commencement and conclusion of the meeting. In case the Board Meeting is being held for more than one day, the results shall be disclosed within 30 minutes of the conclusion of the meeting for the day on which it is considered.

3. All other events mentioned under clause 4 & 5 above, for which no specific timeline has been mentioned in clause 4 & 5, shall be disclosed by the Company to the stock exchanges as soon as reasonably possible but not later than the following:
  - a. In case the event or information being disclosed is emanating from within the Company, disclosure should be made within 12 hours from the occurrence of the event or information.
  - b. In case the event or information being disclosed is not emanating from within the Company, disclosure should be made within 24 hours from the occurrence of the event or information.
4. Disclosure of material developments shall be made on a regular basis of any event, till the time event is resolved/closed.
5. All the disclosures made to the Stock Exchanges under this policy shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.
6. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
7. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).
8. 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 is required to make adequate disclosures in regard thereof.
9. In case an event or information is required to be disclosed by the Company, in terms of the provisions of this regulation, 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.

## **V. AMENDMENTS**

The Board of Directors are authorized to make alterations to this policy as considered appropriate from time to time, however such alterations shall not be inconsistent with the provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

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