



Annexure

CIGNITI TECHNOLOGIES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY

**Pursuant to Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015
(As framed and approved by the Board of directors of the company)**

Cigniti Technologies Ltd

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TABLE OF CONTENTS

S. No	Details	Page No
1.	Legal Framework	3
2.	Definitions	3
3.	Purpose	3
4.	Criteria for determination of Materiality of events/information	4
5.	Guidance on when an event/information has occurred	4
6.	Disclosure of events/information & preservation thereof	5
7.	Events/ Information under Para A & B of Part A of Schedule III	6
8.	Key Managerial Personnel (KMP) responsible for determination of materiality of events/information.	7
9.	Archival Policy	8
10.	Disclosures	8
11.	General	8
12.	Amendment	8

1. LEGAL FRAMEWORK

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and the Circulars/ master circulars issued thereunder, require the Company to disclose Material Events or Information.

The Listing Regulations also mandate the Company to frame a policy for **determination of materiality**, based on the criteria mentioned in the Listing Regulations, for disclosure of events mentioned in Para B of Part A of Schedule III of Listing Regulations, and hence the Board of Directors of **Cigniti Technologies Limited ("the Company")** at its Meeting held on 1st May, 2024 had adopted this Policy and framed "Indicative Guidelines" under the Policy.

SEBI has also specified the information that needs to be provided whilst disclosing events/ information and the timelines for such disclosures, which are also covered in the "Indicative Guidelines" framed under this Policy. In case the Company does not disclose any such specified details as per the timelines, it shall state appropriate reason(s) for the same as part of the disclosure.

SEBI vide notification dated 14th June, 2023, inter alia amended Regulation 30 and Schedule III of the Listing Regulations ("Amended Regulations"). Accordingly, this Policy is updated in accordance with the requirements of the Amended Regulations and other SEBI Circular(s) specified in this regard.

The Board of Directors of (the "Company") is obliged to formulate a policy for "Materiality of Events/Information" to comply with the requirements of Regulation 30 of the Listing Regulations. The Board shall review, and if found required, may amend this policy from time to time.

The effective date of the Policy was 1st December 2015 and the amendments made to this Policy are effective from 15th July 2023 .

2. DEFINITIONS

1. **"Board"** means "Securities and Exchange Board of India."

2. **"Board of Directors"** means the Board of Directors of the Company.

3. **"Company"** means "Cigniti Technologies Limited."

4. **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. **"Key Managerial Personnel"** mean Key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

6. **"Material Event" or "Material Information"** shall mean such event or information as specified under Regulation 30 of the Listing Regulations read with Schedule III Part A.

7. **"Material Subsidiary"** shall mean any subsidiary of the company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

8. **"Schedule"** means Schedule III of the listing regulations.

3. PURPOSE

The Listing Regulations have classified disclosure of Material Events/Information, into the following categories:

- i. Events which are considered to be deemed material events, and which need to be disclosed without application of the "materiality criteria". These events are specified in Para A of Part A of Schedule III of Listing Regulations.
- ii. Events which need to be disclosed based on the application of the "materiality criteria". These events are specified in Para B of Part A of Schedule III of Listing Regulations.
- iii. Other events as specified in Para C of Part A of Schedule III of Listing Regulations.

Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by SEBI from time to time.

For this purpose, every listed company which has its equity shares and/or other convertible securities listed to frame a policy for determination of materiality, based on the criteria as specified, duly approved by its Board of directors, which shall be disclosed on its website.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

Materiality criteria shall have to be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information mentioned at Para B of Part A of Schedule III of Listing Regulations. In order to enable determining whether a particular event/information is material in nature, the Disclosure Committee shall consider the following criteria in accordance with the Listing Regulations as amended from time to time:

1. The omission of an event or information:
 - a) which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b) which is likely to result in significant market reaction if the said omission came 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;

Note: '**Absolute value of profit or loss after tax**' means absolute figures of profit/loss. The threshold with respect to profit/loss is to be computed by taking the absolute values of profit or loss after tax for the immediately preceding three audited consolidated financial statements of the Company. The averaging does not mean netting-off in this case where profits of Company in one year gets reduced due to the losses in other financial years, rather, the values are required to be taken on an absolute basis.

2. In case where the criteria specified in clauses (a), (b) and (c) are not applicable, an event/information may be treated as deemed material, if in the opinion of the Board of Directors of the Company, the event or information is considered material.

In respect of events or information pertaining to subsidiaries, the Disclosure Committee may

consider the criteria mentioned above and the Indicative Guidelines prescribed by the Board, for determining materiality of such events or information vis-à-vis the Company.

The Committee may, from time to time, modify or amend existing Indicative Guidelines or specify new guidelines to ascertain materiality of events/ information in this regard.

5. GUIDANCE ON WHEN AN EVENT/INFORMATION HAS OCCURRED

1. The listed entity may be confronted with the question as to when an event/information can be said to have occurred.
2. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event/information.
 - 2.1. In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

- 2.2. In the latter, the events/information can be said to have occurred when a listed entity becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

6. DISCLOSURE OF EVENTS/INFORMATION AND PRESERVATION THEREOF

In accordance with Amended Regulations, all events or information which are material shall be first disclosed to Stock Exchanges as soon as reasonably possible and in any case not later than the following:

- (i) 30 minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by SEBI from time to time.

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

7. EVENTS/INFORMATION UNDER PARA "A" & "B" OF PART A OF SCHEDULE III

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be disclosed based on application of materiality criteria. As per the timelines as issued by SEBI from time to time.

Events or information specified in **Para A of Part A of Schedule III of Regulation 30** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be disclosed without any application of the guidelines for materiality, As per the timelines as issued by SEBI from time to time.

8. KEY MANAGERIAL PERSONNEL (KMP) RESPONSIBLE FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

As per Regulation 30(5), the Board of directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website.

Accordingly, the contact details of the Key Managerial Personnel responsible for determining materiality of an event or information is given hereunder, Further any two of the following jointly are authorized persons for the purpose of determining materiality of an event or information and any one of the following are severally authorized for making disclosures of such material event or information to the stock exchanges –

1. **Mr. C.Srikant**
Executive Director & CEO
2. **Mr. V.Krishnan**
Chief Financial Officer
3. **Mrs. Vasudha**
Company Secretary & Compliance officer

Contact details for the above purpose info@cigniti.com , 040-40382255

9. ARCHIVAL POLICY

The Policy applies to such documents/information hosted and visible to the public on the website of M/s. Cigniti Technologies Limited (hereinafter mentioned as Company) i.e. WEBSITE: www.cigniti.com hosting Investor-related data which needs to be archived for statutory purposes.

Documents/Information which shall be archived:

- Financial Data: The Investor's web pages provide access to financial documents/information for existing and potential stakeholders which are regulatory in nature, including annual reports and financial results.
- Press Releases and News Announcements: The Company's website provides information/data which is relevant to the media, researchers or investors who seek information on the growth of the company and significant events of the past. This shall also include events or transactions or information which are disclosed by the Company to the Stock Exchanges in terms of Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Archiving Mechanism:

The aforesaid information shall be displayed on the website of the Company for a period of five years from the date of its publication. The aforesaid information which is more than five years old will be archived from the website of the Company and shall be maintained by the Company for a further period of five years using appropriate technology. These archives shall be made available on a written request made to the Compliance Officer of the Company.

10. DISCLOSURES

All such events or information which has been disclosed to stock exchanges under the Listing Regulations shall be made available on the Company's website. Such events or information shall be placed on the website of the Company for a minimum period of five years.

The Policy along with the contact details of the persons authorized by the Board is hosted on the website of the Company at www.cigniti.com.

11. GENERAL

Notwithstanding anything contained in this policy, the Company shall ensure to comply with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

12. AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in Whole or in part, as may be required, at any point of time.
