

POLICY FOR DETERMINING MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURES

Title

This policy shall be called 'Policy for determining materiality of events and information for disclosures'.

Objective

In terms of Regulation 30 (4)(i) and 30(4) (ii) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, (hereinafter referred to as "SEBI (LODR) Regulations, 2015") the Board of Directors of SecMark Consultancy Limited ("the Company") have adopted the policy for determining materiality of events and information for disclosures (hereinafter referred to as "the Policy") at its Board Meeting held on September 29, 2020 to enable the Company to promptly disclose such information or event to the Stock Exchanges ("the Exchange") where the shares of Company are listed. The policy sets out the guidelines for identification of events or information within the Company which are deemed to be material in the opinion of the Board of Directors.

Disclosure Requirements

The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- i thirty 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:

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii twelve hours from the occurrence of the event or information, in case the event or

information is emanating from within the listed entity;

- iii twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

Authority

Regulation 30 (5) of SEBI (LODR) Regulations, 2015 provides that 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 the Exchange 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. Therefore, the Board of Directors has severally authorized the Key Managerial Personnel of the Company, i.e. Managing Director and Chief Executive Officer (CEO) and/or Executive Director and Chief Financial Officer (CFO) of the Company, for the purpose of determining materiality of an event or information and making disclosure to stock exchanges based on the guidelines/criteria given in the Policy.

Criteria for determination of materiality of event or information under the SEBI (LODR) Regulations, 2015

The SEBI (LODR) Reg 30 (4) Regulations, 2015 lays down the following criteria for determining the materiality of event or information:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

2. the omission of an event or information, which is likely to result in significant market reaction, if the said omission came to light at a later date; or
3. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - b) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - c) 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 listed entity;
 - d) In case where the criteria specified in sub-clauses (1), (2) and (3) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

Also, the events or information of the Subsidiary Company which fall under the above criteria shall be disclosed in the manner as specified above.

Policy Review:

In case of any subsequent changes in the provisions of the SEBI (LODR) Regulations, 2015 or any other regulations which makes any of the clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

Disclosure on Website:

As required under the SEBI (LODR) Regulations, 2015 the Policy will be disclosed on the website of the Company www.secmark.in . Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under Regulation 30

(4) (ii) and such disclosure 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. Any change in the content of its website shall be updated within two working days from the date of such change in content.

Date: February 13, 2026

