

BHARTI HEXACOM LIMITED

Policy for determination of materiality for disclosure of events/ information

Owner
Company Secretary

Effective Date
April 01, 2024

1. Preamble, Objective and Scope

- 1.1. In terms of the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (hereinafter collectively referred to as the 'applicable laws'), the Board of Directors of Bharti Hexacom Limited ('Company' or 'Hexacom') has adopted this '**Policy for determination of materiality for disclosure of events/ information**' ('Policy') to the Stock Exchanges where the securities of the Company are listed in India.
- 1.2. The objective of this Policy are as follows:
- a) To lay down the principles for determining the materiality for disclosure of events & information based on the criteria specified in Regulation 30 of SEBI Listing Regulations and circular(s) & guideline(s) issued by SEBI in this regard.
 - b) To ensure that the Company complies with the disclosure obligations as laid down in SEBI Listing Regulations and circular(s) & guideline(s) issued by SEBI in this regard.
 - c) To ensure that the information provided by the Company to the market, is timely, transparent & equally accessible to all the stakeholders including its shareholders.
 - d) To promote investors' confidence in the quality & integrity of the information which is publicly released by the Company.
 - e) To ensure uniformity in the Company's approach w.r.t. public disclosures, reduce the risk of selective disclosures and raise awareness amongst various stakeholders.

2. Definitions

- 2.1. "**Board**" or "**Board of Directors**" shall mean the Board of Directors of Bharti Hexacom Limited.
- 2.2. "**Company**" shall mean Bharti Hexacom Limited.
- 2.3. "**Policy**" shall mean this policy as amended from time to time.
- 2.4. "**Securities**" include shares, scrips, stock, bonds, debentures and other derivative instruments of the Company which are listed/ proposed to be listed on Stock Exchanges.
- 2.5. "**Stock Exchanges**" means BSE Limited and the National Stock of India Limited, where the equity shares of the Company are listed.
- 2.6. "**Unpublished Price Sensitive Information**" or "**UPSI**" has the meaning as referred to in the Company's Code of Conduct for Prohibition of Insider Trading read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Words and expressions used in this Policy but not defined above, shall have the same meaning as ascribed to them under applicable laws.

3. Material events or information

- 3.1. The events or information are categorized as follows for the purpose of disclosure to Stock Exchanges:
- i. **Events or information specified in Para A of Part A of Schedule III of SEBI Listing Regulations (enclosed as Annexure A of this Policy):** Shall be considered material immediately upon occurrence of the event and accordingly, disclosed to the Stock Exchanges irrespective of their size, value, volume, frequency etc.
 - ii. **Events or information specified in Para B of Part A of Schedule III of SEBI Listing Regulations (enclosed as Annexure B of this Policy):** Shall be disclosed upon application of the guidelines of materiality as per Clause 4 of this Policy.
 - iii. **Events or information other than those specified Para A and Para B of Part A of Schedule III of SEBI Listing Regulations:** Brief details of the events like major development that is likely to affect business such as emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts etc. and any other information which is exclusively known to the Company and is necessary to enable the holders of Securities of the Company to appraise its position & to avoid the establishment of a false market in such Securities, will be evaluated in terms of the materiality on case to case basis.
- 3.2. Notwithstanding the above, the events or information with respect to subsidiaries which are material for the Company shall also be disclosed.

4. Criteria and guidance for determination of Materiality

The materiality of events/ information shall be determined on case to case basis depending upon specific facts & circumstances relating to respective information/event. While determining the materiality of an event/ information, the Company shall apply the following criteria as specified in Regulation 30(4)(i) of SEBI Listing Regulations:

- a) the omission of an event or information, which 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:
 - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (ii) 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.

- (iii) 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.

For the purpose of clause (iii) above, it is clarified that the average of absolute value of profit or loss after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value.

- d) in case where the criteria specified in sub-clause (a), (b) & (c) above are not applicable, an event/ information may be treated as material if in the opinion of the Board of Directors or the person(s) authorized by the Board of Directors, the event / information is considered material.

5. Timelines for disclosure of events/ information

The Company shall ensure prompt disclosure of all material events/ information (as defined in Clause 3 of this Policy) to the Stock Exchanges as soon as reasonably possible but not later than the timelines prescribed under Reg. 30 (6) of SEBI Listing Regulations. The broad principle governing the timelines for disclosure of material event/ information to Stock Exchanges, are highlighted in below grid:

Material events/ information	Statutory timelines
Event or information which pertains to a decision taken at the meeting of Board of Directors	within 30 minutes from the closure of relevant Board meeting
Event or information which emanates from within the Company	within 12 hours of occurrence of event or information
Event or information which does not emanate from within the Company	within 24 hours of occurrence of event or information
Event or information for which timelines have already been specified in Part A of Schedule III of SEBI Listing Regulations	within the respective timelines specified in Para A of Schedule III

6. Persons responsible for determining the materiality of events/ information and disclosure thereof

The Chief Financial Officer, Company Secretary & Compliance Officer and Head - Investor Relations of the Company (collectively referred to as 'Authorised Persons'), are severally authorized by the Board of Directors to determine the materiality of an event/ information and disclose any event/ information whether material or otherwise, to the Stock Exchanges at an appropriate time and ensure overall compliance of this Policy. Contact details are as under:

Designation	Phone no.
Company Secretary	011-46666100
Compliance Officer	011-46666100
Head - Investor Relations	011-46666100
Chief Financial Officer	0124-4222222

7. Guidance on reporting of material events/ information

- 7.1. The employees of the Company are responsible to identify the events/ information in accordance with Clause 3 and 4 of this Policy.
- 7.2. The relevant employee shall be responsible to report in writing (via email or otherwise) any identified material event/ information along with adequate supporting documents to any of the Authorised Persons, immediately upon occurrence of the event.
- 7.3. The relevant employees should exercise necessary diligence to ensure confidentiality of the details being submitted to the Authorised Person(s). The employee may reach out to the Compliance Officer at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in) for any clarification in this regard.
- 7.4. The Authorised Person(s) shall, immediately upon receipt of information from an employee, ascertain/ evaluate its materiality and requirement of disclosure after taking into account the guidelines laid down in this Policy and under various provisions of applicable laws.
- 7.5. After evaluation, adequate disclosure (if required) shall be made to the Stock Exchanges within the prescribed timelines.

8. Exceptions to the Policy

In case any provision/ clause of this Policy is rendered unlawful or unenforceable due to any reason, the Policy shall be read by excluding that particular clause/ provision.

9. Disclosure of the Policy

This policy shall be hosted on the Company's website viz. <https://www.bhartihexacom.in/> and employee intranet portal and shall be in conjunction with the applicable regulatory provisions & other policies of the Company including Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

10. General

- 10.1. The CFO and Company Secretary are severally authorised to amend any provision of this Policy to give effect to any change/ amendment notified by SEBI or any other regulatory authority, from time to time. Such change(s)/ amended policy shall be placed before the Board of Directors for noting and ratification.
- 10.2. In case any provision of this Policy is contrary to or inconsistent with the provisions of the SEBI Listing Regulations and/ or any other applicable law for time being in force, the latter shall prevail.
- 10.3. Any question/ clarification/ suggestion relating to this Policy may be addressed to the Compliance Officer at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).