



VERTOZ ADVERTISING LIMITED
POLICY ON DETERMINATION OF MATERIALITY OF DISCLOSURES

1. BACKGROUND

This Policy on determining materiality of events or information that warrant disclosures to investors (the “Policy”) has been formulated by the Board of Directors (the “Board”) of VertoZ Advertising Limited (the “Company”), in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).

2. PURPOSE

The Policy outlines the guidelines to be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of material events / information. The Company is committed to adhere to the highest standards of disclosure and dissemination of information to its stakeholders in terms of applicable statutes.

3. LAW

Regulation 30 of SEBI (LODR) Regulations, 2015 requires the Board of Directors of the Company to devise a policy on determination of materiality of disclosures.

4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- i. The events as specified under Para A of Part A of Schedule III and Regulation 31A (8) of the Listing Regulations shall be disclosed irrespective of application of guidelines of Materiality.
- ii. The events as specified under Para B of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality, basis below criteria.
- iii. The Company shall apply the following guidelines, for determination of Materiality of event(s)/information covered by point ii above:
 - a. The omission of an event or information which is likely to result in:
 - Discontinuity or alteration of an event or information already available publicly;
 - Significant market reaction if the said omission comes to light at a later date;
 - b. In case where the criteria(s) specified in iii (a) are not applicable, and if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event / information is considered Material, due disclosure shall be made for any such event.
- iv. The Company shall also promptly inform the stock exchange(s) of all information which shall have a bearing on the performance/operations of the Company or is price sensitive or shall



inter-alia affect payment of interest or dividend of non-convertible preference shares or redemption of non-convertible debt securities or redeemable preference shares, as specified in of Part B of Schedule III of the Listing Regulations (Enclosed as Appendix III).

- v. The Company shall also disclose all events or information with respect to material subsidiaries.
- vi. Any subsequent amendment in the Listing Regulations, to the extent applicable to the Company, shall be deemed to be incorporated as part of this Policy.

5. DISCLOSURES OF EVENTS OR INFORMATION

The Company shall make disclosure and intimation of the material events/ information, contained in **Point 4 under Para A of Part A of Schedule III** to the Exchange(s), within 30 minutes of closure of the Board meeting.

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

The Company shall make disclosure of all material events / information other than the material events / information as mentioned in this policy, as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information.

The Company shall make disclosure of all material events / information in the following manner:

- i. Inform the stock exchanges on which the securities of the Company are listed;
- ii. Upload on the website of the Company.

6. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION AND ITS IMPLEMENTATION

In case, any Key Managerial personnel/Business unit head becomes aware of any material event/information, he/she shall immediately inform about the said material event / information to the Compliance Officer of the Company.

The Compliance Officer shall make adequate disclosure of the said event/information to the stock exchanges as per the timeframe defined in this Policy and the Listing Regulations.

7. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

8. IMPLEMENTATION

This Policy shall be effective from the date of approval by the Board, unless specified otherwise.



- 1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity 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. Revision in Rating(s) from a credit rating agency**
- 4. Outcome of meetings of the board of directors:** The listed entity shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide 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 would 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 listed entity from stock exchange(s);

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.
- 5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof**
- 6. Fraud/ Defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter:**
- 7. Change in directors, key managerial personnel (Chairman & Managing Director, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer**



7.a. In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed to the stock exchanges as soon as possible but not later than 24 hours of receipt of such reasons from the auditor.

7.b. In case of resignation of an independent director, the following disclosures shall be made to the stock exchanges as soon as possible but not later seven days from the date of resignation:

(a) Detailed reasons for the resignation of independent directors as given by the said director.

(b) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no material reasons other than those provided.

(c) The confirmation as provided by the independent director above shall also be disclosed along with the detailed reasons as specified in subclause (a) above.

8. Appointment or discontinuation of share transfer agent

9. Corporate debt restructuring (“CDR”)

10. One-time settlement (OTS) with a Bank

11. Reference to BIFR and winding-up petition filed by any party /creditors

12. 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 listed entity and the following

13. Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief

(a) date of the meeting;

(b) brief details of items deliberated and results thereof;

(c) manner of approval proposed for certain items (e-voting etc.).

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

16. 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) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Any other material information not involving commercial secrets.

17. The following events in relation to reclassification of any person as Promoter / Public

- a) receipt of request for re-classification from the promoter(s) seeking reclassification;
- b) minutes of the board meeting considering such request which would include the views of the board on the request;
- c) submission of application for re-classification of status as promoter/public;
- d) decision of the stock exchanges on such application as communicated to Company.



Para B of Part A of Schedule III

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by Arrangements for strategic, technical, manufacturing, or marketing tie-up, Adoption of new line(s) of business, Closure of operations of any unit/division - (entirety or piecemeal), Capacity addition or product launch.
3. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.
4. Amendment or termination of orders/contracts.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), *force majeure* or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity.
10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.



DISCLOSURE OF INFORMATION HAVING BEARING ON PERFORMANCE/OPERATION OF LISTED ENTITY AND/OR PRICE SENSITIVE INFORMATION: NON-CONVERTIBLE DEBT SECURITIES & NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES

A. The listed entity shall promptly inform to the stock exchange(s) of all information which shall have bearing on performance/operation of the listed entity or is price sensitive or shall affect payment of interest or dividend of non-convertible preference shares or redemption of non-convertible debt securities or redeemable preference shares including:

- (1) expected default in timely payment of interests/preference dividend or redemption or repayment amount or both in respect of the non-convertible debt securities and non-convertible redeemable preference shares and also default in creation of security for debentures as soon as the same becomes apparent;
- (2) any attachment or prohibitory orders restraining the listed entity from transferring non-convertible debt securities or non-convertible redeemable preference shares from the account of the registered holders along-with the particulars of the numbers of securities so affected, the names of the registered holders and their demat account details;
- (3) any action which shall result in the redemption, conversion, cancellation, retirement in whole or in part of any non-convertible debt securities or reduction, redemption, cancellation, retirement in whole or in part of any non-convertible redeemable preference shares;
- (4) any action that shall affect adversely payment of interest on non-convertible debt securities or payment of dividend on non-convertible redeemable preference shares including default by issuer to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets;
- (5) any change in the form or nature of any of its non-convertible debt securities or non-convertible redeemable preference shares that are listed on the stock exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the stock exchange(s) so require;
- (6) any changes in the general character or nature of business / activities, disruption of operation due to natural calamity, and commencement of commercial production / commercial operations;
- (7) any events such as strikes and lock outs. which have a bearing on the interest payment/ dividend payment / principal repayment capacity;
- (8) details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non-payment of principal on the due dates



or any other matter concerning the security, listed entity and /or the assets along with its comments thereon, if any;

- (9) delay/ default in payment of interest or dividend / principal amount /redemption for a period of more than three months from the due date;
- (10) failure to create charge on the assets within the stipulated time period;
- (11) any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the listed entity with any investor(s)/lender(s).
- (12) any major change in composition of its board of directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (13) any revision in the rating;
- (14) the following approvals by board of directors in their meeting: -
 - (a) the decision to pass any interest payment;
 - (b) short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the debenture holders, or in any other way;
- (15) all the information, report, notices, call letters, circulars, proceedings, etc. concerning non- convertible redeemable preference shares or non-convertible debt securities;
- (16) any other change that shall affect the rights and obligations of the holders of non-convertible debt securities / non-convertible redeemable preference shares, any other information not in the public domain necessary to enable the holders of the listed securities to clarify its position and to avoid the creation of a false market in such listed securities or any other information having bearing on the operation/performance of the listed entity as well as price sensitive information.