

**POLICY FOR DETERMINATION OF  
MATERIALITY OF EVENTS OR INFORMATION  
FOR DISCLOSURE TO STOCK EXCHANGES**

**Sagility Limited\***

*(\*Formerly Sagility India Limited; earlier Sagility India Private Limited)*

Corporate Identity Number: L72900KA2021PLC150054

Website: [www.SagilityHealth.com](http://www.SagilityHealth.com)

## **Introduction**

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors (the “Board”) of SAGILITY LIMITED (the “Company”) has adopted this Policy for determination of material events and information (“Material Information”) so that the required information can be promptly disclosed to the Stock Exchanges.

With a view to enable investors to take well-informed decisions for investment, disclosure of timely Material Information is essential to ensure compliance of the Regulation in both letter and spirit of law.

## **Scope of the Policy**

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to “Disclosure of events or information” under Regulation 30 of the Listing Regulations, provided that this policy shall not dilute any requirement specified under the Listing Regulations in this regard.

## **Disclosure of events or information**

1. The Company shall make a disclosure of any events or information, which, in the opinion of the board of directors of the Company, is material in nature, to the Stock Exchanges.
2. The events or information specified in Para A of Part A of Schedule III of the Listing Regulations will be disclosed to the stock exchanges without the application of any materiality thresholds, as these are “deemed” to be material events.
3. The events or information specified in Para B of Part A of Schedule III of the Listing Regulations will be disclosed based on application of the materiality criteria, as laid out in the Policy below.
4. In addition to the above, Paras C and D of Part A of Schedule III of the Listing Regulations mandate disclosure of the following:
  - a. any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the

Company to appraise its position and to avoid the establishment of a false market in such securities; and

- b. any other disclosures as may be specified by SEBI from time to time.

### **Guidelines for Materiality Assessment**

1. Information should be regarded as “material” if there is a substantial likelihood that a reasonable investor would consider such information important in deciding to buy, sell, or hold a security or where such information is likely to have a significant effect on the market price of the security. Either positive or negative information may be material.
2. The events/ information specified in Paragraph B of Part A of Schedule III of the SEBI Listing Regulations or any other events or information, shall be treated as material based on application of the guidelines for materiality, as specified below:

Qualitative criteria: would mean an event/ information:

- 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; or
- b) result in significant market reaction if the said omission came to light at a later date; or any event or information having a significant risk to the reputation of the Company.
- c) In the opinion of the Board of Directors of the Company, the event/information is material and ought to be disclosed.

Quantitative criteria: would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved 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 Company;

- b) 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;
- 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 Company;

in cases where the criteria specified above are not applicable, if in the opinion of the board of directors of the Company, the event or information is considered material.

In terms of the SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“SEBI Disclosure Circular”), if the average of absolute value of profit or loss is required to be considered by disregarding the ‘sign’ (positive or negative) that denotes such value as the said value/ figure is required only for determining the threshold for ‘materiality’ of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing the events and information in terms of Part A of Schedule III of the Listing Regulations and timelines for such disclosures shall be in compliance with the requirements of the SEBI Disclosure Circular and SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

- 3. In determining materiality, a direct and reasonably perceivable (not remote) impact should be considered besides other factors such as the nature of the information (both quantitative and qualitative), prevailing market conditions, general business practices, industry scenario, business outlook etc.
- 4. The Company will first disclose to the Stock Exchanges events or information concerning the business and affairs of the Company considered as material except where prohibited by law or when otherwise required for the purpose of maintaining the confidentiality of the information.

### Authorized Persons

5. The materiality or otherwise of an information or event in terms of Listing Regulations will be determined severally/ jointly by the Managing Director, the Chief Financial Officer and the Company Secretary and Compliance Officer (“Authorized Persons”)
6. The Authorized Persons will also decide the appropriate period/stage at which disclosure is to be filed with the Stock Exchanges including details that may be filed, case to case basis.
7. The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons. The manner and timing of communication, and the details to be communicated shall be as specified by the Company from time to time.

Any event purported to be reported under Regulation 30 of Listing Regulations shall be informed to the Authorised Persons by the relevant employees of the Company on an immediate basis upon occurrence, with adequate supporting data/information to facilitate a prompt and appropriate disclosure.

Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature or non-disclosure of which would result in discontinuity or alteration of publicly available information or is likely to result in a significant market reaction if disclosed at a later date, must also be informed by the relevant employees of the Company, for further evaluation to the Authorised Persons and reporting to the stock exchanges, if required.

8. In determining the materiality of information/events for disclosure, the Authorised Persons will be guided by circulars and guidance issued by SEBI and Stock Exchanges as well as industry practices. Information/Event which under the Regulations are required to be compulsorily disclosed irrespective of materiality shall be so disclosed to the Stock Exchanges within the stipulated time.

9. The Company Secretary will be the custodian of the disclosure process. The contact details of the Company Secretary are: Email: satishkumar.s@sagilityhealth.com and telephone: 080-71251500 . Further the contact details of the Authorized Persons shall be disclosed to the stock exchanges and made available on the website of the Company.
10. The Board of Directors, the Chief Financial Officer, Key Managerial Personnel, and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Companies Act, 2013 or any other applicable laws or regulations, as the case may be.

### **Notification to stock exchanges**

The Company will disclose all the material events / information and such other filings as required under the Listing Regulations as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes or three hours (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) 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) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulation shall be made within such timelines. In case the disclosure is made after the timelines specified under the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

## Disclosure obligations of Company

1. The Authorised Persons shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations;
2. All disclosures made under this Policy shall be hosted on the Company's website for a minimum period of five years from the date of disclosure and thereafter as per the archival policy of the Company;
3. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
4. The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information and the Stock Exchanges shall disseminate information and clarification as soon as reasonably practicable.
5. The Company may on its own initiative also confirm or deny any reported event or information to stock exchanges.
6. If the Company falls within the top 100 listed entities, and with effect from April 1, 2024, within the top 250 listed entities, the Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumors of an impending specific material event or information in terms of the provisions of the Listing Regulations are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the trigger of material price movement. Provided further that if the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

Note - The top 100 and 250 listed entities shall be determined on the basis of market capitalization, as at the end of the immediately preceding calendar year.

7. 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 of the Listing Regulations, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.
8. In case an event or information is required to be disclosed by the Company in terms of this Policy, 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.

9. All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III of the Listing Regulations shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements, and such agreements shall be disclosed to the stock exchanges in terms of the Listing Regulations.

### **Website**

As per the provision of the Regulations, this Policy is available on the website of the Company.

### **Conflict**

In any circumstance where the terms of this policy differ from any existing or newly enacted law, Regulations, Notifications or circular issued by Securities and Exchange Board of India (SEBI) time to time, the law, Regulations, Notification or circular will take precedence over this policy.

### **Review**

This policy will be reviewed on a periodical basis as mandated by applicable law for the time being in force and/ or whenever need arises