

POLICY ON DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

PREAMBLE

This policy is in terms Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”). This policy is with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges.

PURPOSE

The policy is intended to define on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives working in the Company in making decisions and regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

DEFINITION

“**Key Managerial Personnel**” (KMP) of the Company includes Managing / Whole-time Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange.

“**Compliance officer**” shall mean the company secretary of the company

“**Material Events**” are those that are specified in Para A of Part A of Schedule III of the LODR.

“**Other Events**” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub- regulation

POLICY

CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION

1. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
2. 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;
3. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

Events/Information upon occurrence of which SecureKloud is required to make disclosure as per Schedule III of the SEBI (LODR) Regulations, 2015 are mentioned in Annexures

ANNEXURE A

Events / Decisions considered Material which need to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting / happening of the event:

- a. Acquisition, (including agreement to acquire), Scheme of Arrangement including amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary or any other restructuring;

- b. 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, redemption of securities etc.;
- c. Revision in ratings;
- d. Shareholder agreement, Joint Venture, Family settlement agreement to the extent that it impacts Management and Control of the Company, agreement / treaty / contract with media companies not in the normal course of business;
- e. Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter;
- f. Change in Directors, key managerial personnel, Auditor and Compliance Officer;
- g. Appointment and discontinuance of share transfer agent;
- h. Corporate debt restructuring;
- i. One time settlement with bank;
- j. Reference to BIFR and winding-up petition filed by any party / creditors;
- k. 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 Company;
- l. Proceedings of the Annual or Extra Ordinary General Meeting;
- m. Amendments to Memorandum and Articles of Association;
- n. Schedule of Analyst or Institutional Investor Meet and presentations on financial results made by the Company to Analysts or Institutional Investors;

Decisions of the Board of Directors considered Material which need to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting are:

- 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. Cancellation of dividend with reasons thereof;
- c. Decision on buyback of securities;
- d. Decision with respect to fund raising proposals to be undertaken;
- e. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall 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 Company from stock exchange(s).

ANNEXURE B

Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30) of LODR:

- a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- b. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
- c. Capacity addition or product launch;
- d. Awarding, bagging, receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
- e. Agreements (viz. loan agreement(s) as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
- f. Disruption of operations of any one or more units or division due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
- g. Effect(s) arising out of change in the regulatory framework applicable to the Company; h. Litigation(s) / dispute(s) / regulatory action(s) with impact;
- i. Fraud/defaults etc. by Directors, Key Managerial Personnel or Employees of the Company;
- j. Options to purchase securities including any ESOP/ESPS Scheme;
- k. Giving of guarantees or indemnity or becoming a surety for any third party;
- l. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- m. 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.

AUTHORITY DETERMINATION OF MATERIALITY OF EVENTS

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Executive Officer, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its timeline for disclosure based on the information as specified above to the stock exchanges, subject to

such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES

The Company shall update all disclosures made under the regulations to the stock exchanges on its website and shall continue to host on the website for a minimum period of five years.

The Compliance Officer of the company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events.