

# **NUKLEUS OFFICE SOLUTIONS LIMITED**

CIN NO – U70101DL2019PLC355618

(Website: [www.nukleus.work](http://www.nukleus.work))

## **POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENT/INFORMATION**



## POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENT/INFORMATION

### 1. Introduction

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), under its Regulation 30(4)(ii) requires every listed entity to formulate a policy for determination of materiality of an event or information for the purpose of making disclosures to the stock exchange(s) and such policy is required to be disclosed on the Company's website.

This policy for determination of materiality of an event or information ("Policy") has been approved by the Board of Directors of **Nukleus Office Solutions Limited** ("Nukleus" or the "Company") effective from 13<sup>th</sup> August 2024.

### 2. Purpose

The purpose of this Policy to provide a framework for determination of materiality for disclosure of event or information for the purpose of making disclosure to Stock Exchange(s) in terms of Regulation 30 of SEBI Listing Regulations in relation to the Company.

### 3. Definitions

- a. "Act" means the Companies Act, 2013, rules framed there under and any amendments thereto.
- b. "Board" means the Board of Directors of the Company, as constituted from time to time.
- c. "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. "Subsidiary(ies)" or "Subsidiary Company(ies)" means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.
- e. "Key Managerial Personnel" means Chief Executive Officer and Managing Director, Chief Operating Officer and Executive Director, Chief Financial Officer, and Company Secretary & Compliance Officer of Nukleus Office Solutions Limited who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
- f. "Compliance Officer" means "Company Secretary" of the Company.
- g. "Net worth" means net worth as defined in sub-section (57) of Section 2 of the Companies Act, 2013.
- h. "SEBI Listing Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- i. "Turnover" means turnover as defined under sub-section (91) of section 2 of the Companies Act, 2013.



Terms that have not been defined in this Policy shall have the same meaning assigned to them in the SEBI Listing Regulations and Companies Act, 2013 as amended from time to time.

#### 4. Determination of Materiality of Event or Information

- a) Events or information as specified in Para A of Part A of Schedule III of the SEBI Listing Regulations are deemed to be material events and the Company shall, disclose all such events or information, as may be applicable from time to time)
- b) The Company shall, disclose all such events or information, which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations (as may be applicable / amended from time to time) pursuant to this Policy based on application of guidelines for materiality as specified herein below:
  - (i) **Quantitative criteria**

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 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
  - (ii) **Qualitative criteria**
    - a. An event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or;
    - b. An event or information which is likely to result in significant market reaction if the said event or information came to light at a later date.
    - c. Any other event or information may be treated as material if, in the opinion of the Board of Directors of the Company, the event or information is considered material”.
  - (iii) In case where the criteria specified in sub-clauses (i) and (ii) is not applicable, an event or information may be treated as being material if the Board of Directors of the Company or any Key Managerial Personnel authorized by Board of Directors to determine materiality of an event or information is of the opinion that, such event or information is considered material.
- c) 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 their position and to avoid the establishment of a false market in such securities.



- d) Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by the Board of Directors of the Company, from time to time.
- e) In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, 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.
- f) The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the timelines prescribed under SEBI Listing Regulations.
- g) The Policy shall be read together with Nukleus Office Solutions Limited Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

#### **5. Events/Information with Respect to Subsidiaries**

The Company shall disclose all events or information with respect to Subsidiaries as are required under Applicable Laws.

#### **6. Guidance on occurrence of event / availability of information**

- a) The timing of occurrence of an event and/or availability of information has to be decided on a case-to-case basis.
- b) In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- c) In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

#### **7. Persons Responsible for Disclosure**

Any transaction, event or information relating to the Company that might fall within the Scope, as specified above, is required to be reported immediately by the Key Managerial Personnel that is, Chief Executive Officer and Managing Director, Chief Operating Officer and Executive Director, Chief Financial Officer, and Company Secretary of Nukleus Office Solutions Limited.

#### **8. Timelines within which disclosure of events or information to be submitted with the stock exchange(s)**



The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the SEBI Listing Regulations 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;
- (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.

Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines.

#### **9. Guideline for communication**

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations, with effect from October 1, 2023.

#### **10. Authority to make alterations**

The Board of Directors of the Company is authorized to make such alterations to this Policy as considered appropriate, subject however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI Listing Regulations. This Policy shall be reviewed by the Board of Directors as and when required and updated accordingly.

#### **11. Limitation and amendments**

In the event of any conflict between the provisions of this Policy and the Act or Regulations or any other statutory enactments or rules, the provisions of such Act or Regulations or statutory enactments or rules shall prevail over this Policy.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the relevant provisions of this Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.

#### **12. Dissemination of Policy**

This Policy shall be hosted on the website of the Company.

