

## **POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

### **1. Statutory Mandate**

The Board of Directors (The “Board”) of N2N Technologies Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the Stock Exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time. This Policy will be applicable to the Company with immediate effect in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

### **2. Policy Objective**

To determine the events and information, which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hereinafter defined.

To present a high level policy statement for the company regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI’s LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

### **4. POLICY**

i. The Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

ii. Any one of the Non-Independent Directors, chief financial officer and Company Secretary of the Company are authorised severally to disclose events to the Stock Exchange.

### **CATEGORY A**

Events considered Material in the view of Board of Directors which needs to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting are :

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
- 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.

- Shareholder agreement, JV, Family settlement agreement, agreement / treaty / contract with media companies which are binding and not in the normal course of business revision(s) or amendment(s) and termination thereof.
- Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter.
- Reference to BIFR and winding-up petition filed by any party / creditors.
- Revision in ratings.

**Note :** If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

### **CATEGORY B**

Events / Decisions considered Material in the view of Board of Directors which needs to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting are :

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
- Cancellation of dividend with reasons thereof;
- Buyback of shares
- Fund raising proposed to be undertaken.
- Increase in capital by issue of bonus shares
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
- Alteration of capital
- Financial results
- Voluntary delisting from stock exchanges

### **CATEGORY C**

Other Events / Decisions considered Material in the view of Board of Directors which, needs to be disclosed to the stock exchanges **as soon as it is possible but in any case not later than thirty days from the day of occurrence of the event** are:

- Change in Directorships, key managerial personnel, Auditor
- Appointment and discontinuance of share transfer agent
- Corporate debt restructuring
- One time settlement with bank.
- 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.
- Proceedings of the Annual or Extra Ordinary General Meeting
- Amendments to Memorandum and Articles of Association.

## **CATEGORY D**

Miscellaneous Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges **as soon as it is possible when the necessary information is ready to be publicised** are:

- Schedule of Analyst or institutional investor meet and presentation.
- Commencement or postponement of the date of commercial production or operation of any unit / division.
- Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division
- Capacity addition or new product launch.
- Awarding, bagging / receiving.
- Agreements for loan not in the normal course of business.
- Disruption of operation of any one or more units due to natural calamity, force majeure or events like strikes lock out etc
- Effects arising out of change in regulatory framework applicable to the listed entity.
- Litigation / dispute / regulatory action(s) with impact.
- Options to purchase securities including ESOP/ESPS scheme
- Giving of guarantees or indemnity or becoming a surety for any third party
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals, Expiry of patents.
- Frauds/defaults etc by Directors or employees of the Company
- Emergence of new technologies,
- Change in accounting policy.
- Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the listed entity to appraise its position and to avoid the establishment of a false market.
- The Board may in its discretion also authorise the KMPs to disclose such events, information or material that in its wisdom may be necessary for the Members of the exchange to know the information.

**iii.** The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be disclosed to Stock Exchanges.

### **5. Criteria for determination of materiality for disclosure of events / information**

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.
- ii. 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;

iii. 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.

#### **6. Authority for determination of Materiality of events / information**

The Key Managerial Personnel (KMPs) consisting of the Non-Independent Directors, Chief Financial 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 time line for disclosure based on the category of 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.

#### **7. Website Updation / Updates to stock exchanges**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The KMPs 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. Such updates shall also be hosted on the website of the Company.

#### **8. Disclosure of events / information on Subsidiaries**

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

#### **9. Authorisation to KMPs to suo-moto accept / deny reported event or information**

The Key Managerial Personnel (KMPs) consisting of the Non-Independent director , Chief Financial Officer and the Company Secretary are hereby jointly and severally authorised to suo-moto accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means.

They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

#### **10. Compliance Officer**

The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

## **11. Policy Review**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

## **12. Board's Approval**

The Board of Directors approved this policy on **February 13th, 2016**.