

# **POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES OF CYBER MEDIA RESEARCH & SERVICES LIMITED**

## **1. Introduction**

Equity shares of Cyber Media Research & Services Limited (“**CMRSL**” or the “**Company**”) are listed on National Stock Exchange of India Limited (NSE).

The requirements under Regulation 30 and other applicable regulations, if any, under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and other relevant rules and statutes including circulars, clarifications, guidelines or other relevant regulatory guidance, by whatever name called, (hereinafter referred to as the “**Applicable Laws**”) have been considered while drafting this Policy for determining Materiality for Disclosures (the “**Policy**”). The Policy applies in respect of disclosure of material events in relation to CMRSL, its Subsidiary, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under Applicable Laws. This Policy is in addition to and does not derogate from other applicable policies of CMRSL relating to disclosure of information from time to time.

## **2. Authorised Persons**

In terms of the Listing Regulations, the Board of Directors of the Company has authorised the following key managerial personnel of the Company, i.e. the Chairman and Managing Director & Chief Executive Officer, the Company Secretary, and the Chief Financial Officer as the “**Authorised Persons**” for the purposes of determining materiality of an event or information as per the guidelines contained under this Policy and the Listing Regulations, and for the purposes of disclosing such event or information to the stock exchanges.

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 CMRSL from time to time.

Board of Directors, Key Managerial Personnel, Chief Financial Officer, Senior Management Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Companies Act, 2013 (“**Act**”) or any other applicable laws or regulations, as the case may be.

## **3. Materiality Assessment**

- a. Any information or event, whether positive or negative, should be regarded as “**material**” if it meets the qualitative and/ or quantitative criteria for materiality set out in this Policy, or is deemed to be material under the Applicable Laws. Materiality will be determined on a case- to-case basis depending on specific facts and circumstances relating to the information/event, and Applicable Laws.
- b. Events listed in Para A - Part A of Schedule III of the Listing Regulations, shall be deemed to be material and shall be disclosed without application of materiality criteria.
- c. Events/information listed in Para B - Part A of Schedule III of the Listing Regulations, shall be considered material if it satisfies the materiality criteria stated below:
  - (i) Qualitative Criteria:
    - the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
    - the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date.

(ii) Quantitative Criteria:

If the value or the expected impact in terms of value of such event or information exceeds the lower of the following:

- (a) two percent of turnover, as per the Company's last audited annual consolidated financial statements;
- (b) two percent of net worth, as per the Company's last audited annual consolidated financial statements, 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 Company's last three audited annual consolidated financial statements.

d. Notwithstanding anything stated above, the Board of Directors of the Company may prescribe any other criteria, from time to time, to determine materiality of events/information under this Policy. However, such criteria shall not dilute the requirements prescribed under the Listing Regulations.

**4. Timelines for Disclosure**

The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

**5. Events/Information with respect to Subsidiary**

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

**6. Disclosure of the Policy**

This Policy will be uploaded on the website of the Company.

**7. Limitation, Review and Amendment**

In the event of any conflict between the provisions of this Policy and of the Applicable Laws, the provisions of Applicable Laws shall prevail over this Policy. Any subsequent amendment/modification to the Applicable Laws shall automatically apply to this Policy.

The Board may review and amend this Policy from time to time, as may be deemed necessary.

