

-POLICY FOR DETERMINATION & DISCLOSURE OF MATERIALITY OF EVENTS OR INFORMATION

1. Preface:

The Board of Directors (the “**Board**”) of CTM Technologies Limited (the “**Company**”) has adopted the following policy (the “**Policy**”) and procedures, with regard to “Disclosure of Material Events or Information and Disclosure & Determination of Materiality of Events or Information” which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 (the “**Listing Regulations**”).

This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

2. Objective:

This Policy has been formulated with objective to follow the following principles;

a. Timelines:

Disclosure of material information as soon as reasonably possible and but not later than 24 hours from the occurrence of event or information or such other item as may be prescribed by SEBI in the Listing Regulations from time to time.

Provided that the guidance on when an event/information has occurred given by SEBI is given in **Annexure I**.

b. Transparency:

Disclosure of material information with sufficient details that foster investor’s confidence.

c. Fairness:

Ensure wide dissemination of material information and avoiding the selective disclosure.

d. Confidentiality:

Maintaining the confidentiality of price sensitive information having regard to the disclosure obligations and prohibiting the misuse of unpublished price sensitive information.

e. Need to know basis:

Ensure that all the price-sensitive information is made available only on a need-to-know basis and provide guidance to the people on the means to handle such information.

3. Definitions

a. “**Audit Committee**” means Audit Committee constituted by the Board of Directors of the Company, from time to time, under the provisions of the Listing Regulations and the Companies Act, 2013.

b. “**Board of Directors or Board**” means the Board of Directors of CTM Technologies Limited, as constituted from time to time.

c. “**Company**” means CTM Technologies Limited.

d. “**Independent Director**” means a Director of the Company within the meaning of Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.

e. “**Policy**” means Policy for Disclosure of Material Events or Information and Disclosure & Determination of Materiality of Events or Information.

f. “**Material Events**” are those that are specified in **Annexure II-A & Annexure II-B** and provided in Para A of Part A of Schedule III to the Listing Regulations.

g. “**Other Events**” are those events or information are those that are specified in Annexure III and

which is material, based on the application of criteria for determining materiality of events or information as provided in Point No. 6 of this policy and provided in Para B of Part A of Schedule III to the Listing Regulations.

h. "Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i. "Key Managerial Personnel or KMP" means Key Managerial Personnel of the Company and includes Executive Chairman, Managing Director, Whole-Time Director, Chief Executive Officer, Manager Chief Financial Officer and the Company Secretary, who may be authorized individually or collectively to determine materiality of events or information and disclose to Stock Exchange(s).

4. Disclosure of Events or Information:

a. Disclosure of Material Events or Information:

The Company shall make Disclosure, first to the Stock Exchange, of material information, as provided in **Annexure II-A**, as soon as reasonably possible and but not later than 24 hours from the occurrence of event or information.

Provided that in case the disclosure is made after 24 hours of occurrence of Material Events or Information, the Company shall, along with such disclosure, provide explanation for delay.

*Provided further that disclosure with respect to events specified in **Annexure II-B** shall be made within thirty minutes of the conclusion of the Board Meeting.*

b. Disclosure of Other Events:

The Company shall make Disclosure, first to the Stock Exchange, of Other Events, as provided in **Annexure III** and which is material, based on the application of criteria for determining materiality of events or information, as provided in point No. 6 of this policy.

5. Authority for determination of materiality of events /information:

The Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company are jointly and/or severally authorized by the Board of Directors of the Company to determine the materiality of an event or information, as provided in **Annexure III**, based on the application of criteria for determining materiality of events or information, as provided in Point No. 6 of this policy and to make disclosures to Stock Exchange(s) under the Listing Regulations, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

Further, the Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company are jointly and/or severally authorized to make disclosure of events or information available with the Company and which has not been provided in the **Annexure II** or **Annexure III**, but which may have material effect on the Company.

The Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company shall be guided by the following principles while approving the disclosures.

a) They should be reasonably satisfied that the disclosures did not contain any misrepresentation and is not misleading or untrue.

b) If any part of the disclosure includes quotes from a report statement or opinion made by an expert. They should ensure that written consent of the expert to the use of the report statement or opinion in the disclosure has been obtained.

d) If the Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company are of the opinion that an issue of an announcement is unduly detrimental to the company's interest, they may determine the period for which the confidentiality shall be maintained and shall issue directions regarding the following:

i. To ensure that all the connected persons who are aware of the information know that it is

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confidential and they are obligated to keep the material facts confidential.

- ii. To ensure that there is no selective disclosure of confidential material information to third parties.

- iii. To ensure that no one with the knowledge of material information has traded in the securities of the Company and in the securities of other companies affected by material information and causing connected person to refrain from the trading in the securities till the information is made public.

6. Criteria for determination of Materiality of Events/Information:

The Managing Director and/or Company Secretary of the Company shall consider the following criteria for determination of Materiality of Events/information for the purpose of Point 4(b) of this policy.

- a. The omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. The omission of an event or information is likely to result in significant market reaction if the said omission comes to light at a later date.
- c. In case where the criteria specified in (i) and (ii) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

7. Authorization to Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary to suomoto accept / deny reported events or information:

The Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company are jointly and/or severally authorized to suomoto accept or deny any report event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means.

They are further authorized to respond to the rumours amongst the general public, which have no basis or documentation, in a way which best protects the interests of the Company.

Such action taken by the Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company shall, however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

8. Disclosure:

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under the Listing Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter archived as per the Policy for Preservation of Documents (including Archival Policy) of the Company.

The Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company of the Company, with respect to the disclosure of any material event / information already made to the Stock Exchange(s), shall make disclosures updating material developments on a regular basis till such time the event is resolved / closed, with relevant explanations to the Board of Directors and to the Stock Exchange(s). Such updates shall also be hosted on the website of the Company.

The Managing Director, Whole Time Director, Chief Financial Officer and/or Company Secretary of the Company shall provide specific and adequate reply to all the queries raised by the Stock Exchange(s) with respect to any event or information.



