POLICY FOR DETERMINATION OF MATERIALITY OF EVENT

1. BACKGROUND

Silverline Technologies Limited ("the Company" or "Silverline Technologies Limited") is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company's securities are listed on the Bombay Stock Exchange Limited (BSE), and the Company is required to comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The SEBI Listing Regulations are effective from December 1, 2015. Regulation 30 of SEBI Listing Regulations mandate listed entities to formulate a Policy for determining, based on the specified criteria duly approved by its board of directors, materiality of events or information that warrant disclosure to its stakeholders.

The Board of Directors of the listed entity is required to authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of above, the Policy on Determination of Materiality for Disclosure(s) ("Policy") of Silverline Technologies Limited ("the Company" or "Silverline Technologies Limited") has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner.

2. DEFINITIONS

1) "**Board of Directors**" shall mean the Board of Directors of Silverline Technologies Limited.

2) "**Chief Financial Officer**" **or "Finance Head",** by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the BSE Limited stock exchange(s) in its filing under the Listing regulations;

3) "**Compliance Officer**" means "Company Secretary" or any other Senior Officer of the Company, who is authorised by the Board of Directors of the Company for this purpose.

4) "**Material events**" means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel, is significant to the operations or performance of the Company as well as may have significant influence on market price.

5) "**Policy or This Policy**" means "Policy for determining materiality of event & information for disclosure."

6) "**Stock Exchanges**" means where the Equity Shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded Company as laid down by the SEBI Listing Regulations and various other Laws and Regulations applicable, if any.

b. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.
c. To ensure that to the best of the knowledge of the Management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
d. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
e. To protect the confidentiality of Material / Price sensitive information within the context of the Company's disclosure obligations.
f. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information.

4. TYPE OF INFORMATION

The information covered by this Policy shall include "information related to the Company's business, operations or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. Events or information that is to be disclosed without any application of the Guidelines for Materiality are specified in **Annexure – I** to this Policy.

Events or information that is to be disclosed based on materiality principle are specified in **Annexure – II** to this Policy.

Without prejudice to the generality of Annexure – I & II above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.

5. GUIDELINES FOR ASSESSING MATERIALITY

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determination of materiality of event or information:–

a) The omission of an event or information which is likely to :
   - result in a discontinuity or alteration of an event or information already available publicly; or
   - result in significant market reaction if the said omission came to light at a later date;

b) In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

6. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION

When an event/information can be said to have occurred?

Where the occurrence of an event/information would depend upon the stage of discussion, negotiation or approval –

o The events / information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

Where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc. –

- Such occurrence can probably be said to have happened at the time when the Company became aware of the occurrence of such event/ information or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Disclosure(s) as required under the Listing Regulations will be made within 30 minutes of the conclusion of the Board Meeting or within 24 hours from the time the event occurred or the officer(s) becomes aware of the event or information, as applicable.

7. PERSON(S) RESPONSIBLE FOR DISCLOSURE

The Board of Directors of the Company has authorized Managing Director and Chief Financial Officer and/or Finance Head of the Company in consultation with Company Secretary ("Authorised Person") to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Person is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external advisor/agency as he/she may deem fit.

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

a. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved / closed, with relevant explanations.
d. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

8. OBLIGATIONS OF INTERNAL STAKEHOLDERS & AUTHORIZED PERSON FOR DISCLOSURE

a. Any event or information, including the information forming part of **Annexure – I** and **Annexure – II** to the Policy shall be forthwith informed to the Authorized Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
b. The Authorized Person will then ascertain the materiality of such event(s) or information based on the above guidelines.
c. On completion of the assessment, the Authorized Person shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

9. POLICY REVIEW

The Authorized Person may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors.

If there be any inconsistency between the terms of the Policy and the SEBI Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any amendments to the SEBI Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

10. WEBSITE

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the SEBI Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company.

11. CONTACT DETAILS

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary or person authorized under Regulation 30(5) of SEBI (LODR) Regulations, 2015.

To,
Company Secretary/Authorised Person
Silverline Technologies Limited

Managing Director
Silverline Technologies Limited
Email: companysecretaries03@gmail.com

ANNEXURE – I

EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE MATERIALITY GUIDELINES OF THE POLICY

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

   Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean-

i) acquiring control, whether directly or indirectly; or,
ii) acquiring or agreeing to acquire shares or voting rights in, a Company, whether directly or indirectly, such that -

a. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

b. there has been a change in holding and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buy back 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.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

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. any cancellation of dividend with reasons thereof;

c. the decision on buyback of securities;

d. the decision, with respect to fund raising, proposed 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).

5. Agreements (viz. shareholder agreement (s), joint venture agreement (s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s) / treaty(ies) / contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment (s) and termination(s) thereof.

6. Fraud/ defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.

7. Change in Directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.

ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

8. Appointment or discontinuation of share transfer agent.

9. Corporate debt restructuring.

10. One time settlement with a bank.

11. Reference to BIFR and winding-up petition filed by any party / creditors.

12. 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.

13. Proceedings of Annual and extraordinary general meetings of the Company.

14. Amendments to Memorandum and Articles of Association of the Company, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;

c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable

d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

f) Appointment/ Replacement of the Resolution Professional;

g) Prior or post-facto intimation of the meetings of Committee of Creditors;

h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

i) Number of resolution plans received by Resolution Professional;

j) Filing of resolution plan with the Tribunal;

m) Approval of resolution plan by the Tribunal or rejection, if applicable;

k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;

l) Any other material information not involving commercial secrets.

ANNEXURE – II

EVENTSWHICH SHALL BE DISCLOSED UPON APPLICATION OF THE MATERIALITY GUIDELINES LISTED IN THIS POLICY.

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit /division.
2. 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).
3. Significant capacity addition or launch of new product.
4. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. 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.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Significant effect(s) on financial, operational, strategic or reputation of the Company arising out of change in the regulatory framework applicable to the Company.
8. Significant litigation(s)/dispute(s)/regulatory action(s) with impact on the financial, operational, strategic or reputation of the Company.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of significant guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. 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.