
**POLICY ON DETERMINATION AND REPORTING OF
MATERIALITY OF EVENTS/ INFORMATION (Materiality Policy)**

Under Regulation 30 (4) of the Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015
(“**Listing Regulation**”)

**POLICY ON DETERMINATION AND REPORTING OF MATERIALITY OF
EVENTS/ INFORMATION
(Materiality Policy)**

1. PREAMBLE

Regulation 30 (4) (ii) and Regulation 51 of the Listing Regulations, mandates every listed entity shall frame a policy for determination of materiality of events/ information based on the criteria specified under clause (i) of sub regulation (4) of Regulation 30 of Listing Regulations, duly approved by its board of directors. This policy is required to be disclosed on the website of the company.

Smartworks Coworking Spaces Limited is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination and Reporting of Materiality of Events or Information is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

2. OBJECTIVE AND SCOPE

The objective of this Policy is to determine materiality of events or information of the Company and to ensure that such event(s) or information is adequately disseminated in accordance with provisions of these Regulations and to provide an overall governance framework for such determination of materiality. The aim of this Policy is to serve as a guiding charter to the management of the Company to ensure that timely and adequate disclosure of events or information that are material in nature and could affect investment decisions, is made to the investor community timely and appropriately as mandated under the Listing Regulations.

The events specified in this Policy, shall be required to be also disclosed and disseminated for the material unlisted subsidiary(ies) of the Company.

3. DEFINITIONS

“Act” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.

“Board of Directors” or **“the Board”** means the Board of Directors of the Company, as constituted from time to time.

“Company” means Smartworks Coworking Spaces Limited.

“Policy” means Policy for Determination and Reporting of Materiality of Events/Information, as amended from time to time.

“Key Managerial Personnel” means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.

“Subsidiary” means a subsidiary as defined under Section 2(87) of the Companies Act, 2013

"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

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification, amendments or re-enactment thereof.

“Material” or “Materiality” includes those events and information which may materially affect the performance of the Company or the share price of the Company.

“Material Subsidiary” shall mean a subsidiary as identified under Regulation 24(1) of Listing Regulations.

“Material Events” means events specified in Schedule III to Listing Regulations, upon the occurrence of which a listed entity shall make disclosures to the stock exchange(s) and post such disclosures on the website of the listed entity.

Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

4. CRITERIA TO DETERMINE MATERIALITY OF EVENTS AND INFORMATION

I. Events or information which are deemed to be material events

The Company shall, disclose all such deemed events pertaining to itself and/or its material subsidiary(ies), which are specified in Para A of Part A of Schedule III of the Listing Regulations (as may be applicable/amended from time to time). Notwithstanding anything contained in this Policy, the Company shall at all times be required to disclose all such events as are specified under sub-regulation (2) of Regulation 30 of the Listing Regulations, as amended from time to time.

II. Events or information which are dependent on application of guidelines for materiality

The Company shall disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the Listing Regulations, as amended from time to time pursuant to this Policy which are determined

by application of guidelines for materiality:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information that was previously made publicly available by the Company;
- (b) the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
 - (2) two percent (2%) 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;
 - (3) five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company or as per Clause 5 of this policy , the event or information is considered material:

III. 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 listed entity 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.

IV. Without prejudice to the generality of para (a), (b) and (c) above, the Company may make disclosures of event/information as specified by the SEBI from time to time.

The Company shall, with respect to disclosures referred to in this clause, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall also disclose all events or information with respect to subsidiaries which are material for the listed entity.

5. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

- a) The board of directors of the Company shall authorize one or more Key Managerial Personnel of the Company consisting of the Managing Director & CEO/ Whole-time Director(s), Chief Financial Officer and Company Secretary (“**Authorized Persons**”) jointly and severally authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s), subject to such information being placed prior to or at the next Board Meeting held after the said information being made public. Further, the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the Company's website.
- b) The Authorized Persons will be guided by the circulars issued by SEBI from time to time, while expressing a view on whether an event/ information has occurred requiring a

disclosure to be made under this Policy and the contents of such disclosure.

- c) The Authorized Persons may seek expert advice where so felt necessary as to whether the information is required to be disclosed in accordance with the terms of this Policy
- d) The heads of various departments of the Company will support the Authorized Persons with regard to compliance of the terms of this Policy, and forthwith notify the Authorized Persons and provide all relevant details with regard to any event/ information which is likely to be construed as material

6. DISCLOSURE

The Authorized Person shall observe the following for proper and timely disclosure to the Stock Exchanges of any material events/ information as defined hereon:

- I. For determining materiality of any event/transaction, reference is to be made to this Policy and the Listing Regulations as amended from time to time
- II. The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this clause, the Company shall, along with such disclosure provide the explanation for the delay.”

- iii. All the disclosures made to the Stock Exchanges under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy or as amended from time to time.

7. AMENDMENT AND LIMITATIONS

This Policy is framed based on the provisions of the Listing regulations. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail.

The Policy shall be reviewed and modified by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by Board. Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant Stock Exchange /SEBI, from time to time with the approval of the Board of Directors.

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, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

8. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company for such minimum period as mandated by the provisions of Listing Regulations and thereafter as per the archival policy of the Company.

9. EFFECTIVE DATE

Provisions of the regulations under this policy shall be applicable to the company from the date when the securities of the company are listed on Stock Exchanges.

Version Control:

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1	V1	July 31, 2024
2.	V2	June 25, 2026