

SHIPWAVES ONLINE LIMITED
(Formerly SHIPWAVES ONLINE PRIVATE LIMITED)

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

(Policy on Materiality of Events and Information has been approved in the Board Meeting dated 9th June 2025)

1. BACKGROUND AND APPLICABILITY OF THE POLICY

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”) require every Listed Company to disclose events or information which, in the opinion of the Board of Directors of a Company, are material.

In this context, the following Policy has been framed by the Board of Directors (“**Board**”) with the objective of determining material events and information so that such event and information can be promptly disclosed to the stock exchanges, as per the prescribed regulations.

This Policy can be modified and/or amended with the approval of the Board of Directors only.

In terms of Regulation 30 of the said Regulations, the events requiring disclosure by the Companies are provided as follows:

- a) Events specified in Para A of Part A of Schedule III of the Regulations shall be deemed to be material and the Company is required to make disclosure of the same. (Attached as Annexure A to this Policy)
- b) Events specified in Para B of Part A of Schedule III of the Regulations shall be disclosed by the Company based on the application of the guidelines for materiality, as specified in the said Regulations. (list of events attached as Annexure B to this Policy)

This Policy shall also apply to the events which are not reflected in Para A or Para B of Part A of Schedule III but may have a material effect on the Company.

2. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Certain event and information would be per se Material event or Information as per Regulation 30 of the Regulations.

Besides per se Material Information, Company shall consider the following criteria for determination of materiality of events/ information:

Where the omission of an event or information, is likely to result in:

- a) discontinuity or alteration of event or information already available publicly; or
- b) a significant market reaction if the said omission came to light at a later date; or
- c) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if it has have an impact of amount equivalent to 10% or more of the total revenue of the Company or 10% or more of the Net worth of the Company, which is lower as per the last audited consolidated financial statements.

Provided that:

- a) Any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- b) Any event or information arising out of it in the normal course of business shall not be disclosed even though it fulfils the criteria of materiality.

The Company to that extent may make qualified disclosures to the Stock Exchanges.

Where it would be difficult to report the events based on qualitative criteria as stated in points(a) and (b) and (c) above, the Board is authorised to determine materiality of the event/information. Materiality shall be determined on a case-to-case basis depending on the facts and circumstances relating to the information/event, and while doing so, it may consider, among other factors, the following factors:

- a) Whether there would be any direct or indirect impact on the reputation of the Company; or
- b) Whether non-disclosure can lead to creation of false market in the securities of the Company; or
- c) Whether there would be a significant impact on the operations or performance of the Company.

Provided that:

- a) any confidential information which if disclosed is likely to put at risk the business interest of the Company; or
- b) any event or information arising out of it in the normal course of business shall not be disclosed even though it fulfils the criteria of materiality.

The Company to that extent may make qualified disclosures to the Stock Exchanges.

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard shall take precedence over the policy until such time as this policy is changed to conform to the law, rule, regulation or standard.

3. DISCLOSURE PROCESS

1. The events reportable under Regulation 30 shall be immediately informed to the Board along with the supporting data/information to facilitate a prompt and appropriate disclosure. The events which are not covered under the Regulations, but may potentially be of price sensitive nature, shall also be informed to the Chief Financial Officer or Company Secretary.
2. The Board shall be responsible and authorised for evaluating/ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this policy.
3. After evaluation, in case the event/information is considered as material, adequate disclosure shall be made to the Stock Exchanges.
4. In case of events/information not being the outcome of a Board Meeting, the Board of Directors shall be immediately informed about the information being sent to the Stock Exchanges.
5. The Company shall use electronic facilities provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same via other media, including the press release, website, etc.

6. The Company shall adhere to the statutory timeframes for disclosure of information to the Stock Exchanges. The Company shall disclose to stock exchange(s) all events, as specified in Part A of Schedule III, or information as soon as possible, but not later than twenty-four hours from the occurrence of the event or information.
7. In case the disclosure is made after twenty-four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.
8. Disclosure with respect to events specified in sub-paragraph 4 of Paragraph A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting.
9. Delay, if any, shall be explained along with the disclosure.
10. Regular updates, if required, shall be made with relevant explanations
11. All disclosures shall be made available on the website of the Company in terms of the Web Archival Policy of the Company.
12. Any of the Key Managerial Person(s) authorised by the Board shall determine the materiality of any event or information, classify it as a Material event or Information and for the purpose of making disclosure to the stock exchanges.

Annexure A

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30):

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 listed entity 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 listed entity 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 from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para 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, 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.
3. Revision in Rating(s).
4. Outcome of Meetings of the Board of Directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the conclusion 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 for mor 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 listed entity 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 listed entity), 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 listed entity 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 Independent director 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. The letter of resignation along with detailed reasons for the resignation as given by the said director
 - ia. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any
 - 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 disclosures as specified in sub-clause (i) and (ii) above.
- 8. Appointment or discontinuation of share transfer agent.
- 9. Resolution plan / Restructuring in relation to loans/borrowings from banks/financial institutions including the following details
 - (i) Decision to initiate resolution of loans/borrowings
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
- 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 listed entity.
- 13. Proceedings of Annual and Extraordinary General Meetings of the listed entity.
- 14. Amendments to Memorandum and Articles of Association of listed entity, in brief.
- 15. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.

 - (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls;

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;
- k. Approval of resolution plan by the Tribunal or rejection, if applicable;
- l. Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;

- (ii) Details of assets of the company post CIRP;
- (iii) Details of securities continuing to be imposed on the companies' assets;
- (iv) Other material liabilities imposed on the company;
- (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
- (vi) Details of funds infused in the company, creditors paid-off;
- (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
- (viii) Impact on the investor – revised P/E, RONW ratios etc.;
- (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
- (x) Brief description of business strategy.
- n. Any other material information not involving commercial secrets.
- o. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS
- p. Quarterly disclosure of the status of achieving the MPS
- q. The details as to the delisting plans, if any approved in the resolution plan.

17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

- a. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.

Annexure B

(Same as Para B and Para C of Part A of Schedule III)

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

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. Capacity addition or product launch.
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. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by Directors (other than Key Managerial Personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

C. 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 listed entity to appraise its position and to avoid the establishment of a false market in such securities.