

Policy for Material Event and Information

OPALFORCE SOFTWARE INDIA LIMITED

CIN: U72900PN2009FLC134715

ADDRESS:3RD FLOOR AWFIS SPACE GK MALL, SR NO 133/1/3,161,11 PIMPLE

SAUDAGAR SANGAVI PUNE CITY PUNE MH 411027



Introduction

This policy provides the guidelines adopted by the Company for determining materiality of events or information relating to the Company and procedures laid down for prompt disclosure of such material events/information.

Regulation 30(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed company to make disclosure of events or information to the Stock Exchanges which are material in nature.

Regulation 30(5) of the Listing Regulations requires every listed company to authorize one or more Key Managerial Personnel(s) for the purpose of identifying materiality of events.

Regulation 30(8) of the Listing Regulations requires every listed Company to disclose on its website all events and information which are disclosed to the Stock Exchange in accordance with the Regulation 30 of the Listing Regulations.

This policy is prepared in accordance with the requirements laid down in the Listing Regulations. The Company has adopted this policy first formulated on 10th April, 2018 and revised on 25th May 2022.

1. Objective

This Policy is framed to determine materiality of events and information and to ensure that the listed entity shall make disclosure of events / transaction / information as specified in Para A and Para B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

2. Definitions

"Act" shall mean the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of directors" or "Board" means the board of directors of Opalforce Software India Limited, as constituted from time to time.

"Company" means Opalforce Software India Limited.

"Listing agreement" shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015

"Key Managerial Personnel" mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;



“Material Event” or “Material Information” shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

“Policy” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

“Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“Schedule” means a Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. Category of Events

A. Events which are Deemed Material

The first category of disclosure relates to that events /information that are deemed material under the Regulations and have to be mandatorily disclosed without applying any test of materiality. These are listed in Para A of Part A of Schedule III to the Listing Regulations and same is attached as Annexure – I to the policy.

The Company shall make disclosures of events or information as specified in Annexure – I as soon as reasonably possible and not later than 24 hours from the occurrence of event or information. However, in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall provide explanation for delay along with such disclosures.

B. Events or information, if considered material by Board

The second category of disclosure is discretionary in nature and events/information under this category shall be disclosed to the Stock Exchanges, if considered material by the Board of Directors/designated Key Managerial Personnel (KMPs) of the listed entity. These are listed in Para B and Para C of Part A of Schedule III to the Listing Regulations and same is attached as Annexure – II to the policy.



The Company shall make disclosures of events or information as specified in Annexure – II within 24 hours from the occurrence of event or information. However, in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall provide explanation for delay along with such disclosures.

- 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.
- d. The listed entity may make disclosure of any other event/information, in addition to Para A or Para B or Para C as mentioned above, as specified by the Board from time to time.

4. Criteria for Determining Materiality

- a) The Company shall make disclosure of events indicated in Para B and Para C of Part A of Schedule III and events not indicated in Schedule III, if following criteria of determining materiality of events/information apply to them:-
- b) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- c) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- d) The value of a transaction, if exceeds 20% of the consolidated gross revenue/turnover of the immediately preceding financial year.

5. Designated Key Managerial Personnel

The Board of Director designates Managing Director and CS & Compliance Officer of the Company to be the Designated KMPs severally authorising them to determine materiality of an event or information for the purpose of making disclosure to the Stock Exchange under this Policy framework.



The Contact details of the Designated KMP's are as follows:

Sr. No.	Name	Designation	Contact Details
1	Aditya Joshi	Managing Director	Aditya.joshi@opalforce.com
2	Binny Porwal	Company Secretary	cs@opalforce.com

6. Amendment in policy

Any subsequent amendment/modification in the listing regulations and/or other applicable laws in this regard shall automatically apply to this policy and the Company will inform the stock exchanges in changes in authorized person (s) on immediate basis as and when required.



Annexure – I

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.
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. The Company shall disclose the outcome of the Board meetings within 30 minutes of the conclusion of the meeting, held to considered the following:
 - a. Dividend(s) and/ or cash bonuses recommended or declared or the decision to pass any dividend or the date on which the dividend shall be paid / dispatched;
 - b. Any cancellation of dividend(s) with reasons thereof;
 - c. The decision on Buy back of securities;
 - d. The decision with respect to fund raising proposed to be taken;
 - 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), agreement(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 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. 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 Extra Ordinary General Meetings.
14. Amendments to Memorandum and Articles of the Company, 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:

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.

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. 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.

m. Any other material information not involving commercial secrets.}

n. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;

o. Quarterly disclosure of the status of achieving the MPS;

p. 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 II

1. Commencement or any postponement in the date of commencement of any offerings or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, 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 any offering 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) or any other agreements 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 anyone or more units or division of the entity due to natural calamity, force majeure or events such as strikes, lockouts etc.
7. Effect arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation/disputes/regulatory actions
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.
