

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

- 1.1 The Board of Directors (the **“Board”**) of Expression 360 Services India limited (the **“Company”**) has approved the policy for the determination of materiality of events and information (the **“Policy”**) at its meeting held on September 23, 2025. The Policy is framed in accordance with the requirements of the Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) as amended from time to time.
2. **Objective**
 - 2.1 The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such event(s) or information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.
3. **Effective Date**
 - 3.1 This Policy is effective from the date of listing of the equity shares of the Company on the stock exchange(s).
4. **Definitions**
 - 4.1 **“Act”** means the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
 - 4.2 **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.
 - 4.3 **“Company”** means Expression 360 Services India Limited.
 - 4.4 **“Key Managerial Personnel”** means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
 - 4.5 **“Last Audited Restated Financial Statements”** the reference to last audited Restated financial statements in this Regulation shall mean the annual audited Restated financial statements of the Company.
 - 4.6 **“Listing Regulations”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, Industry Standards, circulars or re-enactment thereof.
 - 4.7 **“Material Events”** or **“Material Information”** means events/information determined as material based on application of the criteria specified under Regulation 30(4) of the Listing Regulations.

- 4.8 **"Net Worth"** shall have the meaning assigned to it in Section 2(57) of the Act
- 4.9 **"Normal trading hours"** shall mean time period for which the recognized stock exchanges are open for trading for all investors.
- 4.10 **"Policy"** means Policy for Determination of Materiality of events and information and as amended from time to time.
- 4.11 **"Relevant Employees"** shall encompass the head of the departments of the Company and one level below such Functional heads head of departments and shall include **employees of the Company** who deals with or comes into possession of potential material event or information in the course of the performance of his/her duties.
- 4.12 **"SEBI"** means the Securities and Exchange Board of India.
- 4.13 **"Subsidiary"** means a subsidiary as defined under section 2(87) of the Act
- 4.14 **"Turnover"** shall have the meaning assigned to it in Section 2(91) of the Act.

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.

a) Authority for determination of Materiality of Events/Information

The board of directors of the Company have authorized Managing Director and Chief Financial Officer ("**Authorised Persons**") for the purpose of determining materiality of an event or information and authorised Company Secretary and Compliance Officer 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 also be 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.

5. Materiality Thresholds

- 5.1 Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the event / information.
- 5.2 In some cases, inter-alia including disclosure of events specified in paragraph B of Part A of Schedule III of the Listing Regulations, if the materiality thresholds as prescribed above cannot be applied, the executive chairman and the chief financial officer of the Company, in such cases, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information / event.

6. Criteria to determine Materiality of Events/Information

6.1 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.

6.2 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

Note: "significant market reaction" Significant market reaction may be assessed against scrip price, as per the parameters specified by the stock exchange(s).

- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent (2%) of turnover, as per the last restated audited financial statements of the Company i.e F.Y.2025
 - ii. two percent (2%) of net worth, as per the last restated audited financial statements of the Company i.e F.Y.2025, except in case the arithmetic value of the net worth is negative;
 - iii. five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three restated audited financial statements of the Company i.e. 2025, FY 2024 and FY 2023

‘Expected impact in terms of value’ of an event/information, shall be computed in a manner as to the Company should, where applicable, shall consider the expected impact in the four ensuing quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter).

While assessing whether an event exceeds the quantitative materiality thresholds, Company shall take guidance from the industry standards on which of the relevant and appropriate parameter is to be considered for determination of materiality for different types of events under Para B of Part A of Schedule III of SEBI Listing Regulations.

6.3 Any other information or event which is to be disclosed by the Company

Events of the Company to which neither Para A nor B of Schedule III apply, should be disclosed if such events are considered material by the Company. The Company shall, with respect to disclosures referred to in this regulation, 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 Company.

7. Mechanism to be adopted for identifying and reporting potential Material Information/event by Relevant Employees

- 8.1. During performance of one’s role, the Relevant employee/(s) shall be responsible for identifying pertinent information/event as mentioned Part A of Schedule III of Regulation 30 of the Listing Regulations which has potential to be classified as material information/event as per the policy.
- 8.2. Upon identification of potential material information/event, the Relevant Employee shall promptly report the details of such potential material information/event to the Authorized Officer(s).
- 8.3. Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Officers. After evaluation, the Authorized Officers shall if required issue a suitable disclosure to the Stock Exchange.

8. Timeline for disclosure of Material Information

- 8.1 All events or information that are material in terms of this policy or the SEBI (LODR) Regulations shall be disclosed as soon as reasonably possible and in no case later than the following:-

- 9.1.1 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 considered.

In terms of the SEBI Circular dated December 12, 2024, 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 company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Further, 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

9.1.2 Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

9.1.3 Twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

In terms of the SEBI Circular dated December 12, 2024 that if there is a claim against a Company under any litigation or dispute, other than tax litigation or dispute and if all the relevant information is maintained in the structured digital database of the Company 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.

9.1.4 In case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

However, Company can provide defense for non-compliance with the timelines specified above if there is any reasonable delay on account of:

- a) a force majeure event,
- b) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against Company, etc.), or
- c) information / event relating to subsidiary, director, key managerial personnel, senior management or promoter (where the company is not directly involved), etc.

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

8.3 In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

8.4 For the material events/information pertaining to the Subsidiary of the Company, the Authorized Officer may as soon as reasonably practicable considering the nature of the events/information, disclose the particular event/information to the Stock Exchanges.

8.5 The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

8.6 In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of Listing Regulations, but which may have material effect on it, the Company shall make adequate disclosures of the same.

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

Explanation I: Disclosure of an event under Para B of Part A of Schedule III of Listing Regulations would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, Company may disclose details of indemnity and insurance claims which could mitigate the expected impact, if any, in respect of such event to provide more context while making the disclosure.

Explanation II: The timelines stipulated above for making disclosures to the stock exchanges would begin once an officer of the Company becomes aware of the occurrence of an event / information, through credible and verifiable channels of communication.

9. Mechanism to be adopted for identifying and reporting potential material event/information by relevant employees

- 9.1 During performance of one's role, the Relevant employee(s) shall be responsible for identifying pertinent events/information as mentioned in Part A of Schedule III of Regulation 30 of the Listing Regulations which has potential to be classified as material events/information as per the policy.

Explanation: For the purpose of determination of material events/ information, the value or expected impact in terms of value for each event or transaction shall be compared with the quantitative threshold as mentioned in 'Guidelines for Materiality Assessment of Any Event/Information' i.e. clause 7 to this policy.

- 9.2 Upon identification of potential material events/information, the relevant employee shall promptly report the details of such potential material events/information in the format as mentioned in Annexure I to the Authorized Officer.
- 9.3 Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Persons. After evaluation, the Authorized Persons shall if required issue a suitable disclosure to the Stock Exchanges.

10. Mode of Communication

The aforesaid details can be submitted to the Authorized Officer(s) by the Relevant Employee using written communication methods such as emails, internal memos, or any other appropriate official means.

The details so submitted shall be authentic and comprehensive to enable the Authorised Officers to make informed decision/take appropriate actions. The Relevant Employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so submitted to the Authorised Officer(s).

The Relevant Employees may approach the Authorised Officer(s) for seeking guidance/clarity to ensure effective implementation of this policy.

The Company Secretary of the Company may conduct periodic trainings/sensitization programmes and/or release FAQs, SOP, framework to further assist relevant employees for effective implementation of this policy.

11. Updating material developments

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

12. Communication and dissemination of the policy

- 12.1 This Policy after duly approved by the Board of Directors shall be notified and communicated to the all employees / functional heads of respective departments of the Company. The new employees shall be informed about the Policy by the human resource and administration departments. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company at www.expression360.in.

13. Amendments

- 13.1 The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

14. Scope and Limitation

- 14.1 In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to sever from the Policy and the rest of the Policy shall remain in force.

Annexure I

Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer/Designated Person)

S. No.	Question	Remarks
1.	Name of the Department	
2.	Name and Designation of originator of Information	
3.	Details of events/Information	
4.	Analysis/working, if any. (For impact of such information on Company)	
5.	Source of Information	
6.	Calendar of Events/milestones (date wise)	
7.	Name of Persons with whom such information is shared along with PAN/other identifier detail in absence of PAN (internal/external)	

I, _____, hereby undertake that the aforementioned information provided by the undersigned is true and to the best of my knowledge. The information is provided in compliance with the Regulation 30 of the SEBI (Listed Obligations and disclosure requirements). The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the circumstances:

- Under any proceedings or pursuant to any order of courts or tribunals.
- For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- In compliance with applicable laws, regulations, rules, and requirements.
- In order to fulfil his/her duties/obligations

Name and Signature:

Place:

Date: