



# **SESHAASAI TECHNOLOGIES LIMITED**

## **MATERIALITY POLICY FOR DISCLOSURE IN THE OFFER DOCUMENTS**

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This document outlines the policy in connection with the identification of: (i) outstanding 'material' litigation involving Seshaasai [Technologies] Limited ("**Company**"), its Subsidiary, Directors, Promoters and Group Companies; (ii) companies considered to be material to be disclosed as Group Companies; and (iii) 'material' creditors of the Company, in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") ("**Policy**").

This Policy shall be effective from the date of its approval by the board of directors of the Company ("**Board**").

In this Policy, the term "**Offer Documents**" shall mean the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus (along with any addenda or corrigenda thereto), as the case may be, in connection with the proposed initial public offering of the equity shares of the Company, to be filed with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Maharashtra at Mumbai and the Stock Exchanges, as applicable.

## 1. Materiality policy for outstanding litigation

In terms of the SEBI ICDR Regulations, the Company is required to disclose the following pending litigation involving the Company, its Subsidiary, Directors and the Promoters in the Offer Documents:

- a. All criminal proceedings;
- b. All actions (including all penalties, and show cause notices) by statutory and/ or regulatory authorities;
- c. Claims related to direct and indirect taxes, in a consolidated manner, giving details of the number of cases and total amount involved in such cases; and
- d. Other litigation/ arbitration proceedings – As per the policy of materiality defined by the Board and disclosed in the Offer Documents.

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose (a) any disciplinary action (including a penalty) imposed by SEBI or any of the stock exchanges against any of the Promoters in the five financial years preceding the date of the relevant Offer Document, including any outstanding action; and (b) outstanding litigation involving any of the Group Companies, which may have a material impact on the Company. Criminal proceedings shall also include outstanding first information reports.

For the purposes of determining litigations as mentioned in point (iv) above, the following criteria shall apply:

## A. Materiality Policy

Any pending litigation / arbitration proceedings involving the Company, Subsidiary, Directors and Promoters shall be considered "material" for the purposes of disclosure in the Offer Documents, if:

- a. the aggregate monetary claim/ dispute amount/ liability involved in such proceeding is in excess of the lower of (i) 2% of the turnover of the Company for the most recent financial year as per the Restated Consolidated Financial Information; or (ii) 2% of the net worth of the Company as at the end of the most recent financial period as per the Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (iii) 5% of the average of the absolute value of the profit or loss after tax of the Company for the last three financial years as per the Restated Consolidated Financial Information ("**Threshold**"); or
- b. the outcome of such proceeding could have a material adverse effect on the business, operations, performance, results of operations, prospects, financial position or reputation of the Company, irrespective of whether the amount involved in such proceeding exceeds the Threshold or not or whether the monetary liability is not quantifiable in such proceeding; or
- c. the decision in such proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such

proceedings exceeds the Threshold, even though the amount involved in an individual proceeding may not exceed the Threshold.

- d. In addition, individual disclosures shall be included for tax matters involving the Company, its Subsidiary, Promoters and Directors in the Offer Documents, where the amount involved in such tax matters exceeds the Threshold.

Further, as regards outstanding litigations involving the Group Companies, only such outstanding litigations shall be disclosed that may have a material impact on the Company.

Pre-litigation notices received by the Company, its Subsidiary, Directors or Promoters, from third parties (excluding those notices issued by governmental, statutory, regulatory or judicial, or notices threatening criminal action) shall not be considered as litigation until such time the Company, its Subsidiary, Directors or the Promoters, as the case may be, are impleaded as a party in the litigation/ proceeding/ investigation/ regulatory action before any judicial/ arbitral forum.

## 2. Materiality Policy – Group Companies

In terms of the SEBI ICDR Regulations, the term 'group companies' includes:

- a. Such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions, during the period for which financial information is disclosed in the relevant offer documents, as covered under the applicable accounting standards; and
- b. Any other companies considered material by the Board.

Accordingly, in respect of point no. (a) above, all such companies (other than the Subsidiary) with which the Company had related party transactions during the period covered in the Restated Consolidated Financial Information included in the Offer Documents, shall be considered as 'Group Companies', in accordance with the SEBI ICDR Regulations.

In addition, for the purposes of point no. (b) above, a company (other than the

Subsidiary and the companies covered under point no. (a) above) shall be considered 'material' and will be disclosed as a 'Group Company' in the Offer Documents, if such a company is: a member of the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which the Company has entered into one or more transactions during the last completed financial year or relevant stub period, as applicable, and such transactions, individually or cumulatively, in value exceeds 10% of the revenue from operations of the Company (on a consolidated basis) in the last completed financial year or relevant stub period, as applicable, as per the Restated Consolidated Financial Information.

### 3. Materiality Policy – Material Creditors

In terms of the SEBI ICDR Regulations, the Company is required to make the following disclosures in the Offer Documents for outstanding dues to the creditors:

- a. Based on a policy of materiality adopted by the Board, details of the Company's creditors which shall include the consolidated number of creditors and the aggregate amount involved; and
- b. Consolidated information pertaining to outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved.

Additionally, complete details about outstanding overdues to material creditors along with the name of such creditor(s) and amount due shall be disclosed on the website of the Company, and the relevant web link shall be disclosed in the Offer Documents, as applicable.

For the purposes of point (a) above, a creditor of the Company shall be considered 'material' for the purpose of disclosure in the Offer Documents, if amount due to such creditor is equal to or in excess of 5% of the total trade payables of the Company (on a consolidated basis) as at the end of the latest financial period covered in the Restated Consolidated Financial Information.

## 4. General

It is clarified that the Policy is solely for the purpose of disclosure requirements in the Offer Documents prescribed under the SEBI ICDR Regulations and should not be applied towards any other purpose including for disclosure of material information by listed entities pursuant to the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements which may be prescribed by SEBI and/ or any other regulatory, judicial, quasi-judicial, governmental, administrative or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

The Policy shall be subject to review/ changes as may be deemed necessary and in accordance with applicable law from time to time.

All capitalised terms not specifically defined in this Policy shall have the same meaning as ascribed to such terms in the Offer Documents.