

## ADVANCED SYS-TEK LIMITED

### MATERIALITY POLICY

Effective Date: 06.02.2025

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#### Introduction

This document sets out the materiality policy in connection with the identification of: (i) outstanding material litigation involving Advanced Sys-Tek Limited (**Company**), its Directors, its Promoters and its Subsidiary; (ii) its Group Company(ies); and (iii) the material creditors of the Company (collectively, the **Materiality Policy**), each in terms of the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**).

The Board of Directors of the Company (**Board**) at their meeting held on 06<sup>th</sup> February, 2025 discussed and approved this Materiality Policy. This Materiality Policy shall be effective from the date of approval of the Materiality Policy by the Board.

In this Materiality Policy, the term 'Offer Documents' shall mean the Draft Red Herring Prospectus, the Updated Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, and any addendum or corrigendum thereto to be filed and/or submitted by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India (**SEBI**) or the Registrar of Companies, Gujarat at Ahmedabad (**RoC**) or the stock exchanges where the equity shares of the Company are proposed to be listed, and/ or any other authorities, regulatory or otherwise, as applicable.

#### Identification of 'Material' Litigation

In terms of SEBI ICDR Regulations, the Company is required to disclose the following outstanding litigation involving itself, its Directors, its Promoters, its Subsidiary in the Offer Documents. Accordingly, the details below shall be disclosed for litigation involving the Company, its Directors, its Promoters and its Subsidiary:

- a. All outstanding criminal proceedings (including first information reports);
- b. All outstanding actions by statutory and/ or regulatory authorities;
- c. Taxation proceedings – Outstanding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount. In the event any tax matters involve an amount exceeding the threshold proposed in (i) below, in relation to the Company, Promoters, Directors or the Subsidiary, individual disclosures of such tax matters will be included; and
- d. Other pending litigations/arbitration proceedings - As per the policy of materiality defined by the Board and disclosed in the Offer Documents.

#### Policy on Materiality

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose (i) any disciplinary action (including any penalty) imposed by SEBI or any of the stock exchanges against any of the Promoters in the 5 (five) financial years preceding the date of the relevant Offer Document as

well as in current year in which the relevant Offer Document is getting filed, including any outstanding action; and (ii) outstanding litigation (including first information reports) involving the Group Company(ies), which may have a material impact on the Company, as applicable.

For purposes of (d) above, all outstanding litigation/ arbitration proceedings (other than those covered under (a) - (c) above) involving the Company, its Directors, its Promoters and its Subsidiary shall be considered "material" and disclosed in the Offer Documents:

- (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds 2% of the turnover of our Company as per the last restated annual consolidated financial statements of our Company or (iii) ₹ 2 % of net worth of our Company as per the last restated annual consolidated financial statements of our Company (except in case the arithmetic value of the net worth is negative) or (iii) 5% of the average absolute value of profit or loss after tax of our Company as per the last three restated annual consolidated financial statements of our Company, whichever is lower; or
- (ii) where monetary liability is not determinable or quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold specified in (i) above, but the outcome of any such pending proceeding may have a material adverse effect on the business, operations, performance, prospects, position or reputation of the Company; or
- (iii) litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the materiality threshold.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation (including first information reports) involving its Group Company(ies) which has a material impact (as determined by the Board) on the Company.

Pre-litigation notices received by the Company, its Directors, its Promoters, its Subsidiaries or its Group Company(ies), from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until the Company, its Directors, its Promoters, its Subsidiary or its Group Company(ies), is impleaded in proceedings before any judicial/ arbitral forum.

## **I. Materiality policy for group companies**

In terms of the SEBI ICDR Regulations, the term "group companies", is defined to include:

- a. Such companies (other than promoter(s) and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed as covered under the applicable accounting standards; and
- b. Any other companies considered material by the Board of the Issuer.

Accordingly, for I(a) above, all such companies (other than the Subsidiaries) with which there were related party transactions during the periods covered in the Restated Consolidated Financial Statements (the "**Relevant Period**"), as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

For paragraph I(b) above, the Company considers TERRANOMOUS SYSTEMS PRIVATE LIMITED any company as a group company.

## **Materiality policy for material creditors**

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

- a. Based on the policy on materiality adopted by the Board and as disclosed in the Offer Documents, details of the Company's creditors, including the consolidated number of creditors and the aggregate amount involved;
- b. Consolidated information on outstanding dues to micro, small and medium enterprises, and other creditors, separately giving details of number of cases and amount involved; and
- c. Complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

For the purposes of identification of material creditors, in terms of point II(a) above, a creditor of the Company, shall be "material" for the purpose of disclosure in the Offer Documents, if amounts due to such creditor is equal to or in excess of 5 % of the total trade payables of the Company as at the end of the latest period in the Restated Consolidated Financial Statements of the Company to be included in the Offer Documents.

## **General**

It is clarified that the Materiality Policy is solely for the purpose of disclosure requirements in Offer Documents prescribed under the SEBI ICDR Regulations and should not be applied towards any other purpose.

The Materiality Policy shall be without prejudice to any disclosure requirements which may be prescribed by SEBI and/ or any other regulatory 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 Materiality Policy shall be subject to review and/ or changes as may be deemed necessary and in accordance with applicable law from time to time.

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

Sd/-

Shirish M. Adi  
Managing Director  
DIN: 03259129