Policy for Determination of Materiality of Events or Information

{PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}

ARIGATO UNIVERSE LIMITED

1. Legal Framework and Background

Arigato Universe Limited (the "**Company**") is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information ("Policy") is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

The board of directors of the Company have adopted the Policy at their meeting held on March 01, 2025 and the Policy shall come into force with effect from the date Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 takes effect with respect to the Company.

2. Objective

The objective of this Policy is to serve as a guiding charter to the management of the Company to ensure that timely and adequate disclosure of events or information that are material in nature and could affect investment decisions, is made to the investor community timely and appropriately as mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Definitions

(a) "**Act**" means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.

(b) "**Board of Directors**" means the Board of Directors of the Company.

(c) "**Company**" means Arigato Universe Limited.

(d) "**Key Managerial Personnel**" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

(e) "**Listing Regulations / SEBI (LODR)**" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(f) "**Policy**" means this policy, as amended from time to time.

(g) "**SEBI**" means the Securities and Exchange Board of India.

(h) "**Rules**" means the rules made under the Act.

(i) "**Stock Exchange**" means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

4. Events or information which are deemed to be material events

The Company shall, disclose all such 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.

5. 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** pursuant to this Policy.

The guidelines for determining materiality of events or information are set out below.

(i) Quantitative criteria: An event or information, whose value or the expected impact in terms of value, exceeds the lower of the following: a) two percent of turnover, as per the last audited consolidated financial statements of the Company; b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; c) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

(ii) Qualitative criteria: a) An event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or; b) An event or information which is likely to result in significant market reaction if the said event or information came to light at a later date.

(iii) In case where the criteria specified in sub-clauses (i) and (ii) is not applicable, an event or information may be treated as being material if the Board of Directors of the Company or any Key Managerial Personnel authorized by Board of Directors to determine materiality of an event or information is of the opinion that, such event or information is considered material.

6. 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 as material by the Company.

The Company shall disclose major developments that are likely to affect its 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 any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

The Company may at its own discretion, confirm or deny any reported event or information to stock exchange(s).

7. Key managerial personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange

The Company Secretary is hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) ("**Authorised Person**"):

The Authorised Person shall have the powers and responsibilities as specified in this clause:

(a) To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.

(b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an Event to be reported.

(c) To review and finalise the details to be disclosed, in consultation with CEO or Managing Director of the Company.

(d) To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

(e) To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters

(f) To formulate operational guidelines for deployment of this Policy.

The materiality of events outlined above are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

8. Disclosure Process

(a) Any event purported to be reported under Regulation 30 of SEBI Listing Regulations shall be informed to the Authorised Person on an immediate basis upon occurrence, with adequate supporting data/information to facilitate a prompt and appropriate disclosure. Any other Event, even if not covered under the SEBI Listing Regulations but is potentially of price sensitive nature or non-disclosure of which would result in discontinuity or alteration of publicly available information or is likely to result in a significant market reaction if disclosed at a later date, must also be informed, for further evaluation to the Authorised Person.

(b) The Authorised Person will be responsible for ascertaining whether an event is to be reported on the basis of nature of information, applicability of deeming provisions, relevant impact in terms of discontinuity of market information and materiality. The secretarial, finance and compliance teams shall assist the Authorised Person in such assessment.

(c) After evaluation, the Authorised Person shall issue a suitable disclosure notification to the stock exchanges, in consultation with the Managing Director or CEO. The secretarial team shall assist Authorised Person in such issuance.

(d) The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website and direct email.

(e) Statutory timeframes for disclosure shall be adhered with. Delay, if any, should be sufficiently explained along with the disclosure.

(f) Save as otherwise provided in clause (g) below, the Company shall first disclose to stock exchange(s) all Events specified in Part A of Schedule III as soon as reasonably possible and not later than 24 (twenty-four) hours from the occurrence of event or information.

(g) The disclosure with respect to events specified in point 4 of Part A of Schedule III shall be made within 30 (thirty minutes) of the conclusion of the Board meeting.

(h) The Company shall, with respect to events/information mentioned in Part A and Part B of Schedule III, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed, with relevant explanations.

(i) The Company shall make disclosures of events/information as specified in Part B of Schedule III based on application of guidelines for determining materiality as per Clause V of this Policy.

(j) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

9. Amendments

The Board may 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 with or without changes in applicable laws. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

10. Scope and limitation

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments, modification or rules, the provisions of Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

11. Dissemination of policy

This Policy shall be hosted on the website of the Company for such minimum period as mandated by the provisions of Listing Regulations and thereafter as per the archival policy of the Company.

12. Contact details

Any questions or clarification about the policy or disclosures made by the company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy

Arigato Universe Limited
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