

Version No. 2

Diensten Tech Limited

(Formerly known as JKT Consulting Limited)

POLICY ON IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS

(Approved by Board of Directors in their meeting held on 10th January, 2023)
**(Amended by Board of Directors in their meeting held on 29th January, 2024)*

Prepared by Corporate Secretarial	Reviewed by Corporate Secretarial & Finance	Approved by Board of Directors
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A. INTRODUCTION

This Policy has been formulated for the identification of group companies, outstanding litigation and outstanding dues to creditors in respect of M/s Diensten Tech Limited (“DTL” or the “Company”), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), which requires the policy of materiality to be disclosed in the Offer Document.

B. APPLICABILITY AND OBJECTIVE

This policy shall be called the ‘Policy on Identification of Group Companies, Material Creditors and Material Litigations’ (“Policy”).

The Board of Directors of the Company (“Board”) at their meeting held on **19th October 2022** discussed and approved this Policy. This Policy shall be effective from the date of approval of this Policy by the Board.

In this policy, the term “Offer Documents” shall mean the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, Registrar of Companies, NCT of Delhi & Haryana at Delhi (“RoC”) and the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

The Company has adopted this Policy for identification and determination of: (i) material creditors; (ii) material litigations and (iii) material Group Companies pursuant to the provisions of SEBI ICDR Regulations, details of which shall be disclosed in the Offer Documents.

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

In this Policy, unless the context otherwise requires:

- (i) Words denoting the singular shall include the plural and vice versa.
- (ii) References to the words “include” or “including” shall be construed without limitation.

C. POLICY PERTAINING TO THE IDENTIFICATION OF MATERIAL GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS

The Policy with respect to the identification of the material group companies, material creditors and material litigation shall be as follows:

Identification of ‘Material’ Group Companies:

Requirement:

- As per the requirements of the SEBI ICDR Regulations, Group Companies shall include such companies as covered under the applicable accounting standards (i.e., Indian Accounting Standard 24 (“Ind AS 24”), as applicable) as per the restated financial statements for three (3) financial years and any subsequent stub period preceding the date of the Offer Document, which is included in such Offer Document and also any other companies as considered material by the board of directors of the Company.
- The Policy on materiality for determination of such companies as considered material by the Board, shall be disclosed in Offer Document issued by the Company in accordance with the provisions of the SEBI ICDR Regulations for the initial public offering of its equity shares.
- For Litigation of Group Companies:
“Any pending litigation involving the group company which has a material impact on the issuer”

Policy on Materiality:

Other than companies which constitute part of the related parties of the Company in accordance with the applicable accounting standards (Ind AS 24) as per the latest audited and restated financial statements of the Company included in the Offer Documents.

Further, for the purpose of disclosure in the Offer Documents, a company shall be considered to be a material Group Company as under:

- a. if such Company belongs to the Promoter Group within the meaning of SEBI ICDR Regulations and
- b. Company in which the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 25% of the Networth of our Company as per the last audited financial statements of our Company for the preceding financial year; and
- c. The Aggregate value of transaction(s) by our Company with such Company exceeds 10% of the revenue or 5% of the net profit after tax of the last audited financial statements of our Company.

For avoidance of doubt, it is hereby clarified that the Subsidiaries shall not be considered as Group Companies for the purpose of disclosure in the Offer Documents.

Identification of 'Material' Creditors:

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

- (i) Based on the policy on materiality defined by the board of directors of the issuer, details of creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved;
- (iii) Complete details about outstanding overdue 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.

Policy on materiality:

For identification of material creditors, in terms of point (i) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceeds 5 % of the total trade payables as on the date of the restated financial statements for the last completed fiscal year included in the Offer Documents.

Disclosures in offer document regarding creditors and SSIs and MSMEs

- (i) For creditors identified as 'material' based on the above-mentioned Policy, information on outstanding dues to such material creditors shall be disclosed in the Offer Documents along with details of number of creditors and amount involved on an aggregate basis, as of the date of the latest restated consolidated financial statements included in the Offer Document.
- (ii) For outstanding dues to small scale undertakings ("SSI") or a micro small or medium enterprise

- (“MSME”), the disclosure will be based on information available with the Company regarding the status of the creditors as an SSI or MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report. Information for such identified SSI or MSMEs creditors shall be provided in the Offer Documents in the following manner:
- a. aggregate amounts due to such creditors; and
 - b. aggregate number of such creditors.
- as of the date of the latest restated consolidated financial statements included in the Offer Document
- (iii) In respect of all creditors of the Company, consolidated information on outstanding dues to the creditors shall be disclosed in the Offer Documents comprising the number of creditors and amount involved on an aggregate basis, as of the date of the latest restated consolidated financial statements included in the Offer Document

The Company shall make relevant disclosures before the Audit Committee/ Board of directors as required by applicable law from time to time.

Identification of ‘Material’ Litigation:

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose all the litigation involving the Company, its subsidiaries, joint ventures, directors and group companies related to:

- i. all criminal proceedings;
- ii. all actions by regulatory authorities and statutory authorities;
- iii. disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- iv. claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount;
- v. Other pending litigations - As per the policy of materiality defined by the board of directors of the issuer and disclosed in the offer document.

Policy on materiality:

Other than litigations mentioned in point (i) to (iv) above, any other pending litigation involving the Company, its directors, subsidiaries and joint ventures and group companies shall be considered “material” for the purpose of disclosure in the Offer Documents if: -

- (a) the monetary amount of claim made by or against the Company, its subsidiaries, joint ventures, directors and group companies in any such pending litigation is equal to or in excess of 1% of the revenue of the Company or 5% of Profit After Tax as per the last restated financial statement of the Company. as provided under restated financial statement); or
- (b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed 1% of the Net worth of the Company as of March, 31, 2023* as provided under restated financial statement); and
- (c) any such litigation an adverse outcome of which would materially and adversely affect the Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

• *March 31, 2022 replaced with March 31, 2023 as per the amendment approved in board of directors meeting held on 29th day of January, 2024*

AMENDMENT

The Board (including its duly constituted committees wherever permissible) shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.
