

TCHEL

**POLICYFORDETERMININGMATERIALITYOFINFORMATIONFORDISCLOSURETO
STOCK EXCHANGES**

BACKGROUND:

The Securities and Exchange Board of India ("SEBI") vide its notification dated September 7, 2021 has amended SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 51, the Company is required to promptly disclose to the stock exchanges, all information having bearing on the performance / operation of the Company or is price sensitive or shall affect payment of interest or dividend or redemption of non-convertible securities. Further, Part B of Schedule III of the Listing Regulations sets out an inclusive list of events which need to be disclosed to the stock exchange(s).

Accordingly, in terms of Regulation 51 read with Part B of Schedule III of the Listing Regulations, the Board of Directors (the "Board") of the Company has adopted this Policy for determining Materiality for Disclosure of Information (the "Policy") for determination of materiality of information ("Material Information") to enable the Company to promptly disclose such event/information to the Stock Exchanges, pursuant to the requirements of the Listing Regulations.

AUTHORISED PERSONS:

The Key Managerial Personnel viz; Managing Director & CEO, Chief Financial Officer and Company Secretary of the Company (the "**Authorized Persons**") are hereby severally authorized to determine the materiality of the information and to make appropriate disclosure on a timely basis as required under the Listing Regulations.

The materiality of the information may be decided in consultation with Business Heads and Senior Management Personnel or persons connected with the information.

OBLIGATIONS OF INTERNAL STAKEHOLDERS AND AUTHORIZED PERSONS FOR DISCLOSURE:

In case of occurrence of any event / information as mentioned in the Listing Regulations, the internal stakeholder(s) shall immediately inform the Authorized Person(s) of such occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchange(s).

The Authorized Persons will then ascertain the materiality of such information and if required, in consultation with Business Heads and Senior Management Personnel or persons connected with the information.

On completion of the assessment, the Authorized Persons shall, if required, make appropriate disclosure(s) to the Stock Exchange(s).

GUIDELINES FOR ASSESSING MATERIALITY

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The threshold for determination of materiality of event or information shall be the value or the expected impact in terms of value exceeding the lower of the following:

- i) 2% of turnover, as per the last audited consolidated financial statements of the Company; or
- ii) 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case of the arithmetic value of the net worth is negative;
- iii) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company

TIMELINES FOR DISCLOSURE OF MATERIAL INFORMATION:

The Company shall promptly inform the Stock Exchanges of the Material Information as soon as reasonably possible but not later than twenty-four hours from the date of occurrence of the event or receipt of such information or any other time period as may be specified in the Listing Regulations.

Provided that in case the disclosure to the Stock Exchanges is made after twenty-four hours of the date of occurrence of the event or receipt of information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

All the Material Information disclosed to the Stock Exchanges shall be uploaded on the website of the Company. All such information on the website of the Company shall be hosted for a minimum period of five years and thereafter as per the Archival Policy of the Company.

POLICY REVIEW:

This Policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

Any amendments to the regulatory provisions shall *mutatis mutandis* be deemed to have been incorporated in this Policy effective the date specified as per the regulatory provisions.