

## **TRANSINDIA REAL ESTATE LIMITED**

*(Formerly known as Transindia Realty & Logistics Parks Limited)*

**CIN: L61200MH2021PLC372756**

**Reg. office:** 6<sup>th</sup> Floor, B-Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai 400098

**Tel. No.:** +91 22 6679 8100

**Website:** [www.transindia.co.in](http://www.transindia.co.in); **Email ID:** [investorsrelation@transindia.co.in](mailto:investorsrelation@transindia.co.in)

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION**

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## **I. PREAMBLE**

This Policy, approved by the Board of Directors of Transindia Real Estate Limited (**“the Company”**) provides an overall framework for disclosure of events or information of the Company pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations /SEBI LODR Regulations”**). This Policy is subject to the Board’s review and changes, as may be appropriate, in conformity with the requirements of the SEBI LODR Regulations, as amended from time to time.

## **II. OBJECTIVE**

The objective of this Policy is to facilitate timely and adequate disclosure of material information or events which are unpublished and price sensitive, have a bearing on performance or operations of the Company or may result in a significant market reaction in the price of securities of the Company, if the omission comes to light at a later date.

The policy also assists the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel(s) (**“KMP”**), in terms of sub-regulation (5) of Regulation 30 of SEBI Listing Regulations for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

Furthermore, this policy aligns with the principles outlined in the SEBI LODR Regulations and further lays down the guidelines for determining the materiality thresholds with respect to certain events or information of the Company as permitted under SEBI LODR Regulations.

## **III. DEFINITIONS**

- a) **“Board of Directors” or “Board”** shall mean the Board of Directors of Transindia Real Estate Limited, as constituted from time to time.
- b) **“Company”** means Transindia Real Estate Limited.
- c) **“Industry Standard or Standard”** means Industry Standards on Regulation 30 of the SEBI LODR Regulations.
- d) **“Material Events” or “Material Information”** “Material Event/s” or “Material Information” means those event/s specified in:
  - Para A of Part A of Schedule III of SEBI LODR Regulations, being deemed material events, which the Company shall compulsorily disclose;
  - Events specified in Para B of Part A of Schedule III of SEBI LODR Regulations, which the Company shall disclose, based on guidelines for materiality as specified in this policy;

- Events specified in Para C of Part A of Schedule III of SEBI LODR Regulations;
- Events specified in Part B of Schedule III of SEBI LODR Regulations;
- all other information including price sensitive information having a bearing on the performance/ operations of the Company, and
- any event which may have a material effect on the Company.

In the Policy, the words, “material” and “materiality” shall be construed accordingly.

- e) **“Key Managerial Personnel” or “KMP”** means the personnel as defined under Section 2(51) of the Companies Act, 2013, read with the rules and regulations issued thereunder, as amended from time to time.
- f) **“Mainstream Media”** shall include print or electronic modes of the following:
- i. Newspapers registered with the Registrar of Newspapers for India;
  - ii. News channels permitted by the Ministry of Information and Broadcasting under the Government of India;
  - iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
  - iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;
- g) **“Policy”** means ‘Policy for Determination of Materiality of Events or Information’.
- h) **“Relevant Employees”** mean and shall include Senior Management, Functional Heads, Designated Officers, and such other employees who have access to the significant information/events related to the Company, and such other personnel as may be determined by the Company from time to time.
- i) **“Stock Exchange(s)”** means stock exchange(s) on which the Securities of the Company are listed;
- j) **“Subsidiary”** means a subsidiary as defined under sub-section (87) of Section 2 of the Companies Act, 2013.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations, or any other applicable law or regulation to the extent applicable to the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

#### **IV. GUIDELINES/ CRITERIA FOR ASSESSING MATERIALITY**

##### **A. Qualitative criteria:**

To determine whether an event or information is material, the following qualitative criteria shall be considered:

- The omission of an event or information which is likely to result in a discontinuity or alteration of an event or information which is already available publicly; or
- The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date;

##### **B. Quantitative criteria:**

To determine whether an event or information is material, the following quantitative criteria shall be considered:

- a. **2% of turnover**, as per the last audited consolidated financial statements of the Company;
- b. **2% 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. **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.

Accordingly, any transaction exceeding the lower of 1, 2 or 3 mentioned above, with an impact in value, will be considered for the above purposes.

In case where the criteria specified in A & B above, is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material for disclosure.

#### **V. CLARIFICATION ON THE CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION FOR ASSESSING MATERIALITY**

1. The criteria for determination of materiality of events / information is specified under Regulation 30(4) of SEBI LODR Regulations. One of these criteria is that if the omission of an event or information is expected to have an impact in terms of value, the above-mentioned quantitative criteria will apply.
2. For point 3 as mentioned above, it is clarified that the average of absolute value of profit or loss is required to be considered regardless of its sign i.e. whether the value is positive

or negative as the value is used solely to determine the materiality threshold for the event and not for any other purpose.

The following illustration is provided in this regard for clarity:

(Amount in Rs).

| Financial Year | Profit/loss after tax | Absolute value of profit/loss after tax | Average of absolute value of profit/loss after tax for the 3 years |
|----------------|-----------------------|---|--|
| FY 1           | Y                     | Y                                       | $(Y+X+Z) / 3$  |
| FY 2           | (X)                   | X                                       |  |
| FY 3           | Z                     | Z                                       |  |

## **VI. AUTHORITY FOR DETERMINING MATERIALITY AND DISSEMINATION OF THE INFORMATION**

Pursuant to Regulation 30(5) of SEBI LODR Regulations, Mr. Jatin Chokshi - Managing Director, Mr. Ram Walase - Chief Executive Officer, Mr. Nilesh Mishra - Chief Financial Officer and Ms. Khushboo Dinesh Mishra - Company Secretary and Compliance Officer are authorized by the Board for the purpose of determining materiality of an event or information and for making disclosures to the Stock Exchange(s) under this Policy.

Once it is decided to make a disclosure (in cases where materiality thresholds are applicable) under this Policy, it will be forthwith informed to the persons authorized by the Board as mentioned above to facilitate the prompt dissemination to the stock exchanges within the stipulated timelines.

## **VII. TIMELINES FOR DISCLOSURE**

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of SEBI LODR Regulations, as soon as reasonably possible and in any case not later than the following:

1. **Thirty minutes** from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken.

#Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board meeting.

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

2. **Twelve hours** from the occurrence of the event or information, in case the event or information is emanating from within the Company;

3. **Twenty-four hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III of SEBI LODR Regulations, is maintained in the structured digital database of the listed entity in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) **within seventy-two hours** of receipt of the notice by the listed entity.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI LODR Regulations shall be made within such timelines.

#### **#Explanation:**

**Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.**

To provide further clarity, the above point number 1 can be illustrated as follows:

| <b>Sr. No.</b> | <b>Time of Conclusion of Board Meeting</b> | <b>Timeline for disclosure of outcome to Stock Exchanges</b> |
|----------------|--|--|
| 1.             | 12:00 PM                                   | 12:30 PM (within 30 Mins)                                    |
| 2.             | 03:30 PM                                   | 04:00 PM (within 30 Mins)                                    |
| 3.             | 06:00 PM                                   | 09:00 PM (within 3 Hours)                                    |
| 4.             | 08:15 AM                                   | 08:45 AM (within 30 Mins)                                    |
| 5.             | 03:45 PM                                   | 06:45 PM (within 3 Hours)                                    |

### **VIII. REGULATORY COMPLIANCE FOR DISSEMINATION OF INFORMATION**

The person(s) designated under this policy is responsible to ensure the prompt and efficient dissemination of information to the stock exchanges within the prescribed timelines. When preparing disclosures or documentation for dissemination, it is essential that all information specified under SEBI LODR Regulations (including any amendments or re-enactments thereof), in conjunction with Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, or any other applicable circular, notification, or directive issued by SEBI or any relevant authority, and as amended from time to time, is incorporated in the document or disclosure.

### **IX. SUBSIDIARY INFORMATION/ EVENT**

The Company shall disclose all events or information with respect to its subsidiaries to the extent the event or information is material for the Company. The criteria for disclosure for this reporting would be the same as stated above.

## **X. RUMOUR VERIFICATION**

The Company may on its own initiative, confirm or deny any reported event or information to the stock exchange(s), any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information which are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information.

## **XI. WEBSITE**

As per the provisions of SEBI LODR Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under SEBI LODR Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

## **XII. AMENDMENTS AND INDUSTRY STANDARD**

Any subsequent amendments or modifications to the SEBI LODR Regulations or any other applicable Acts, Rules, Regulations, or their re-enactments, including any industry standard issued in consultation with SEBI from time to time that impact the provisions of this Policy, shall be deemed to apply automatically. Accordingly, the relevant provisions of this Policy shall stand modified or amended to reflect such changes, even if not explicitly incorporated herein.

The Company shall adhere to the Industry Standard as and when applicable. In the event of any ambiguity or inconsistency between the provisions of this Policy and/or SEBI LODR Regulations and/or Industry Standard due to any subsequent amendments to the SEBI LODR Regulations and/or SEBI Circulars, the provisions of the SEBI LODR Regulations and/or SEBI Circulars shall prevail.

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**Annexure****“PARA-A”**

**Events or Information that are to be disclosed WITHOUT APPLICATION OF MATERIALITY GUIDELINES listed in the Policy as provided under Para A of Part A of Schedule III of SEBI LODR Regulations as amended from time to time, are reproduced as below:**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), or sale or disposal of any unit(s), division(s) whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.

Explanation (1). For the purpose of this sub-para, the word 'acquisition' shall mean:

- i. acquiring control, whether directly or indirectly; or,
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, or to be incorporated, whether directly or indirectly, such that:
  - a) the Company holds shares or voting rights aggregating to twenty percent or more of the shares or voting rights in the said company, or;
  - b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two five per cent of the total shareholding or voting rights in the said company.
  - c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30:

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- i. an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or

- ii. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in subclause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.”

- 2. Issuance or forfeiture of securities, 'split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- 3. New Rating(s) or Revision in Rating(s).
- 4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s) the **outcome of meetings of the board of directors** held to consider the following:
  - a) dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - b) any cancellation of dividend with reasons thereof;
  - c) the decision on buyback of securities;
  - d) the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depositary Receipts/ Global Depositary Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
  - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - g) short particulars of any other alterations of capital, including calls;
  - h) financial results;
  - i) decision on voluntary delisting by the Company from stock exchange(s):

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

**5A.** Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.

**Explanation:**

For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- i. **‘Fraud’** shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- ii. **‘Default’** shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

**Explanation 1**

In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

### **Explanation 2**

Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

### **Explanation 3**

Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.

7A. In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed to the stock exchanges as soon as possible but **not later than twenty- four hours** of receipt of such reasons from the auditor.

(7B) Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, **within seven days from the date of resignation**, the following disclosures shall be made to the stock exchanges by the Company.

(7C) In case of resignation of key managerial personnel, senior management, compliance officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, compliance officer or director shall be disclosed to the stock exchanges by the Company **within seven days from the date that such resignation comes into effect**.

(7D) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

- i. The letter of resignation along with detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges along with the names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any;
- ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reason other than those provided;
- iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) and (ii) above.

8. Appointment or discontinuation of share transfer agent.
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
  - Decision to initiate resolution of loans/borrowings;
  - Signing of Inter-Creditors Agreement (ICA) by lenders;
  - Finalization of Resolution Plan;
  - Implementation of Resolution Plan;
  - Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
10. One-time settlement with a bank.
11. Winding-up petition filed by any party/creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
13. Proceedings of Annual and Extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of the Company.
15. (a) (i) Schedule of analysts or institutional investors' meet at least two working days in advance (excluding the date of the intimation and the date of the meet) ;  
  
(ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

**Explanation I:**

For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

**Explanation II:**

Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.

- (b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

- i. The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
  - ii. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
  - iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.
16. The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:
- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
  - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;

- m) Any other material information not involving commercial secrets.
17. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.
18. Initiation of Forensic audit\*: In case of initiation of forensic audit (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

**Explanation**

For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity

*\* Forensic audit as mentioned in the above sub-clause refers to those audits, which are initiated with the objective of detecting any mis-statement in financials, mis-appropriation/ siphoning or diversion of funds. It does not seek to cover disclosure of audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement and matters that would not require any revision to the financial statements disclosed by the Company (based on the clarification issued by SEBI in the form of FAQ for disclosure of Information related to Forensic Audit of Listed Companies).*

19. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of SEBI LODR regulations and is not already made available in the public domain by the Company.

**Explanation**

“social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

20. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
- a) search or seizure; or
  - b) re-opening of accounts under section 130 of the Companies Act, 2013; or
  - c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
    - name of the authority;
    - nature and details of the action(s) taken, initiated or order(s) passed;
    - date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
    - details of the violation(s)/contravention(s) committed or alleged to be committed;
    - impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.
21. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
- a) suspension;
  - b) imposition of fine or penalty;
  - c) settlement of proceedings;
  - d) debarment;
  - e) disqualification;
  - f) closure of operations;
  - g) sanctions imposed;
  - h) warning or caution; or
  - i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) taken or orders passed:
    - name of the authority;
    - nature and details of the action(s) taken, or order(s) passed;
    - date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
    - details of the violation(s)/contravention(s) committed or alleged to be committed;
    - impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.



Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
- disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.

### **“PARA-B”**

#### **Events or Information that are to be disclosed BASED ON MATERIALITY GUIDELINES listed in the Policy**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the Company:
  - a) arrangements for strategic, technical, manufacturing, or marketing tieup; or
  - b) adoption of new line(s) of business; or
  - c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
3. Capacity addition or Product Launch
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company

#### **Explanation**

The listed entity shall notify the stock exchange(s) upon it or its director or its key management personnel or its senior management or its promoter or its subsidiary becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the listed entity, the outcome of which can reasonably be expected to have an impact. In case the amount involved in ongoing litigations or disputes with an opposing party become material on a cumulative basis, then the same shall also be required to be disclosed to the stock exchange(s).

9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.

10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority

**“PARA–C”**  
**Any Other Information**

Any other information/event viz. major development that is likely to affect 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 brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

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| Version | Effective Date  | Description                                      |
|---------|-----------------|--|
| 1.0     | August 29, 2023 | Adopted at Board Meeting held on August 29, 2023 |
| 1.1     | May 15, 2025    | Revision at Board Meeting held on May 15, 2025   |