

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

Policy for Determination of Materiality

1. **Objective**

The objective of this Policy is to set guidelines for determination of materiality of the events or information and adequate and timely disclosure thereof as required under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 by Tribhovandas Bhimji Zaveri Limited.

2. **Scope**

The Policy shall apply to disclosure of events and information to which Regulation 30 of the Listing Regulations applies.

3. **Definitions**

3.1. **Act**

Act shall mean the Companies Act, 2013 and the Rules made thereunder, including any modifications, clarifications, circular or re-enactment thereof.

3.2. **Company**

The Company shall mean Tribhovandas Bhimji Zaveri Limited [**“the Company”**]

3.3. **Listing Regulations**

Listing Regulations means the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and any amendment thereof and also includes any formats, guidelines, circulars, notifications, explanations or any other statutory instructions, issued by SEBI or Stock Exchanges from time to time in this regard.

3.4. **Material Event**

Material Event means such event or information as set out in the Annexures to the Policy or as may be determined in terms of Clause 4 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

3.5. Policy

Policy shall mean this Policy, i.e., Policy for Determination of Materiality.

3.6. Stock Exchanges

Stock Exchanges shall mean the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

4. Criteria for Determination of Materiality of Events

The 'materiality' of the events / information shall be determined on the basis of following criteria:-

- 4.1. whether the omission of disclosure of an event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or
- 4.2. whether the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- 4.3. in case where the criteria specified in sub-clauses 4.1 and 4.2 are not applicable, an event;
- 4.4. information shall be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

5. Disclosure of Events or Information

- 5.1. Events specified in '**Annexure – A**' are deemed to be material events and shall be first disclosed to Stock Exchanges as soon as reasonably possible and not later than twenty four (24) hours from the occurrence of event or information:

Provided that in case the disclosure is made after 24 [twenty four] hours of occurrence of the event or information, the Company shall along with such disclosures provide an explanation for delay.

- 5.2. The disclosures, with respect to events specified in item 4 of '**Annexure - A**' of the Policy, shall be made within 30 [thirty] minutes of the conclusion of the Board Meeting.
- 5.3. The Company shall make disclosure of events as specified in '**Annexure – B**' based on application of guidelines for determining materiality as per Clause 4 of the Policy.

- 5.4. The Company shall, with respect to disclosures referred to in this Policy, make disclosures to Stock Exchanges updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- 5.5. All the events or information or updates thereto, which has been disclosed to Stock Exchanges as per this Policy shall be hosted on the website of the Company for a minimum period of 5 [five] years and thereafter shall be archived as per the Archival Policy of the Company.
- 5.6. The Company shall, from time to time, disclose all events or information with respect to its subsidiaries which are material for the Company as per the criteria of materiality as per Clause 4 of this Policy.

6. Replies to Queries Raised by Stock Exchanges

- 6.1. The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.
- 6.2. The Company may on its own initiative, if it comes across any reports or news creating market reaction, confirm or deny any reported event or information to Stock Exchanges.

7. Events or Information having Material Effect on the Company

Notwithstanding anything contained herein, where an event occurs or information is available with the Company, which has not been indicated in '**Annexure - A or Annexure - B**', but which may have material effect on the Company, the Company shall make adequate disclosures in that regard.

8. PERSONS AUTHORISED TO DETERMINE MATERIALITY

- 8.1. The Board of Directors of the Company do hereby initially severally authorise Mr. Shrikant Zaveri, Chairman & Managing Director or Ms. Binaisha Zaveri or Ms. Raashi Zaveri, Whole-time Directors of the Company and in absence of all three of them, the Chief Financial Officer of the Company, and in the absence of all four of them, the Company Secretary & Compliance Officer of the Company to determine materiality of event or information that has taken place, for the purpose of making adequate disclosure to the Stock Exchanges.
- 8.2. Names and contact details of the above personnel be disclosed to the Stock Exchanges and be posted on the Company's website.

9. Amendments

The Board may, subject to the applicable laws, amend any provision(s) or substitute any provision(s) of the Policy with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

10. Disclosure of Policy

This Policy shall be disclosed on website of the Company.

Annexure - A

Events which shall be disclosed without any application of the guidelines for Materiality {as specified in sub-regulation (4) of regulation (30)}:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring; Explanation. - '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, such that -
 - a) the Company holds shares or voting rights aggregating to five per cent, 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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.
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. Revision in credit rating(s);
4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends and/or cash bonuses 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
 - 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 Exchanges.
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;
 6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
 7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
 8. Appointment or discontinuation of share transfer agent;
 9. Corporate debt restructuring;
 10. One-time settlement with a bank;
 11. Reference to BIFR and 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 Company, in brief;
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Annexure - B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality {referred sub-regulation (4) of regulation (30)}:

- 1.** Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- 2.** Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or 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) (as a borrower) 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.** Litigation(s) / dispute(s) / regulatory action(s) with impact;
- 9.** Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
- 10.** Options to purchase securities including any ESOP/ESPS Scheme;
- 11.** Giving of guarantees or indemnity or becoming a surety for any third party;
- 12.** Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

- 13.** 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of 'Annexure – A' and 'Annexure – B' above, the listed entity may make disclosures of event/ information as specified by the Board from time to time.