



POLICY FOR DETERMINATION OF MATERAILITY OF EVENTS AND INFORMATION OF TOTAL TRANSPORT SYSTEMS LIMITED

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Introduction

1. The Securities and Exchange Board of India has on September 2, 2015, notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which came into effect on December 1, 2015, which is amended from time to time. Regulation 30 of the said regulation mandates every listed entity to frame a policy for determination of materiality. Accordingly, this policy is framed as per the requirements of the Listing Regulations.
2. Total Transport Systems Limited (the 'Company'), shall be required to adhere to the reporting/ disclosure requirements, which shall arise out of the provisions of the Listing Regulations. Under the Listing Regulations, every listed company has to make disclosures in two scenarios, namely, mandatory disclosure and disclosures upon application of guidelines for materiality. The mandatory disclosures have to be made without application of the guidelines for materiality; while in the later circumstance, the listed entity has to make disclosure of events based on application of the guidelines for materiality, as specified in the Listing Regulations.
3. On June 14, 2023, SEBI notified the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 modifying the existing framework pertaining to materiality of events or information. These amendments are effective from July 14, 2023, except for those matters for which separate timelines are prescribed.
4. In view of the above, the Policy for Determination of Materiality of Events/Information is being revised to align with the amended provisions of Regulation 30 of the SEBI Listing Regulations.

Objective

The objective of this Policy is to:

1. To comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. To lay the principles for determining materiality of events/information which require disclosure to the Stock Exchanges where the specified securities of the Company are listed.
3. To lay the principles for making timely and adequate disclosure of material events/information so as to enable the investors to take well informed decisions; and
4. To ensure uniformity in the Company’s approach towards making disclosures of materiality of events/ information.

Scope

The Policy aims to identify and define the events or information which should be construed material and ought to be disclosed to the stock exchanges within the time as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Definitions

Unless Repugnant to the context

1. "Act" means the Companies Act, 2013 and rules made thereunder
2. "Company" means "Total Transport Systems Limited"
3. "Board" means the Board of Directors of the Company.
4. "Key Managerial Personnel" means the Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013
5. "Policy" means Board Policy for determination of material events or information as amended from time to time.
6. "SEBI Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
7. "Schedule" means Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. "Relevant Employees" shall encompass the head of the departments of the Company and one level below such head of departments and shall include employees of the Company who deals with or comes into possession of potential material events or information in the course of the performance of his/her duties.
9. "Authorized officer" means one or more Key Managerial Personnel as authorized by the Board of Directors of the Company for the purpose of determining the materiality of an event or information and for the purpose of making disclosures to the stock exchange(s).

Further, the words and expressions used but not defined herein shall have the same meaning as assigned to those words and expressions under the SEBI Listing Regulations. If any words and expressions is/are not defined in the Listing Regulations such words and expressions shall have the same meaning as assigned to those words and expressions under the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be.

Disclosure

1. The Board is responsible for approving and monitoring compliance with this policy.
2. The Board has authorized the Compliance officer of the Company, or his delegate, to have responsibility for:
 - deciding if information should be disclosed to the Stock Exchanges.
 - ensuring compliance with the Company's continuous disclosure obligations.
 - establishing a system to monitor compliance with the Company's continuous disclosure obligations and this policy.
 - monitoring regulatory developments so that amendments necessary to ensure that this policy continues to conform with those requirements can be considered by the Board

Determination of materiality of events / information

1. All events/information stated in Para A of Part A of Schedule III to the SEBI Regulations (as listed in Annexure I to this Policy) are deemed to be material.
2. In respect of events/information stated in Para B of Part A of Schedule III to the SEBI Regulations (as listed in Annexure II to this Policy), the Authorized Officer shall consider the following criteria for determination of materiality of events/information:
 - a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b. 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; or
 - c. the omission of an event or information, whose value, or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
 - iii. 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 listed entity.
 - d. In case where the criteria specified in sub-clauses (a), (b) and (c) 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 listed entity, the event or information is considered material.
3. In respect of events/information of the Company other than those stated in Para A & Para B of Part A of Schedule III to the Listing Regulations, the Authorized Officer shall consider the following criteria for determination of materiality of events/information:
 - a. the omission of an event or information, whose value, or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
 - iii. 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 listed entity.
 - b. In addition to above quantitative criteria the following factors shall also be considered while determination of materiality of event/ information:

- i. Any event/ information which directly or indirectly may materially affect the reputation of the Company; or
 - ii. Any event/ information, which if not disclosed promptly may lead to creation of false market in the securities of the Company; or
 - iii. Whether the event/ information is in the normal course of business or not; or
 - iv. Whether the event/ information represents a significant shift in strategy; or
 - v. Any other factor which is pertinent in the opinion of the authorized representative of the Company.
4. For events/information with respect to any subsidiary of the Company excluding events/information as appearing in Annexure II would be considered material for the Company if the impact of the event/ information on the Company, whose value, or the expected impact in terms of value on the Company, exceeds the lower of the following:
- i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
 - iii. 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 listed entity.

The above thresholds shall be determined based on the last audited consolidated financial statements of the Company.

In addition to above quantitative criteria the following factors shall also be considered while determination of materiality of event/ information:

- a. Any event/ information which directly or indirectly may materially affect the reputation of the Company; or
- b. Any event/ information, which if not disclosed promptly may lead to creation of false market in the securities of the Company; or
- c. Whether the event/ information is in the normal course of business or not; or
- d. Whether the event/ information represents a significant shift in strategy; or
- e. Any other factor which is pertinent in the opinion of the authorized representative of the Company.

For events/information with respect to any subsidiary of the Company as appearing in Annexure II would be considered material for the Company if the impact of the event/ information on the Company, whose value, or the expected impact in terms of value on the Company, exceeds the lower of the following:

- i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
- ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.

- iii. 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 listed entity.

The above thresholds shall be determined based on the last audited consolidated financial statements of the Company.

Authority

1. The Key Managerial Personnel of the Company comprising of the Chief Executive Officer and/or Managing Director, Chief Financial Officer and Company Secretary of the Company are severally authorized to determine materiality of event/ information and disclose such material events / information to the stock exchanges.
2. The Authorized Officer shall ensure that the updated Policy is placed on the Website of the Company at all times.
3. The Authorized Officer shall also disclose on the website of the Company all such events/information which have been disclosed to Stock Exchanges under this Policy, and such disclosures shall be hosted on the website for a period of five years and thereafter as per the policy of the Company on Preservation & Archival of Documents & Record.
4. Any decision taken by them jointly shall be valid and binding on the Company. Their contact details shall be disclosed to the stock exchange and also be placed on the Company's website.

However, wherever required, and considering any specific/ significant circumstances including business exigency/ calamities which may arise, either simultaneously or subsequently, approval of the Board / Executive Committee or Chairperson of the Board may be taken for disclosing any such event or information.

The above Authorized Officer are also empowered to seek appropriate counsel or guidance as and when deemed necessary.

The Authorized Officer shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any event/information.

Disclosure of events/ information to the stock exchanges

1. The Company shall disclose all events or information which are material in accordance with the Policy as soon as reasonably possible and in any case not later than the following:

- (i) 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 Company 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.

- (ii) twelve hours from the occurrence of the event or information in case the event or information is emanating from within the listed entity.

- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

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

Provided that if all the relevant information, in respect of claims which are made against the Company 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, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (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 Company.

2. Provided further that in case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

Timeline for litigation / dispute against the listed entity

On receipt of any claims, entry in SDD is required to be made if the company is opting for disclosure within 72 hours.

In other cases, where SDD is not maintained, then the disclosure is to be given within 24

hours.

Disclosure of Analyst / Institutional Investor Calls

- a. Disclosure of names of Analyst / Institutional Investors to attend the call – Optional
 - b. Presentation to be disclosed prior to the call.
 - c. Audit Recording on the website of the Company within 24 hours or before next trading day WIE.
 - d. Video Recording also now mandatory on the website of the Company within 48 hours of the call.
 - e. Transcripts on website as well as SE within 5 working days of the call.
 - f. Transcript to be on website for 5 years and with company for 8 years as per Archival Policy.
 - g. Audio and / or video recordings on website for 2 years and with company for 8 years as per Archival Policy.
3. The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such a time the event is resolved/ closed, with relevant explanations.

Without prejudice to the generality of the provisions of this Policy, the Company may make disclosures of any event/ information as specified by the Board from time to time.

Mechanism to be adopted for Identifying and reporting potential material event/information by relevant employees

- 1. During the course of performance of one’s role, the Relevant employee/(s) shall be responsible for identifying pertinent events/information as mentioned in Annexure I & II which has potential to be classified as material events/information as per the policy.
- 2. Upon identification of potential material events/information, the relevant employee shall promptly report the details of such potential material events/information in the format as mentioned in Annexure III to the authorized Person.
- 3. The aforesaid details can be submitted to the Authorized persons by the Relevant Employee using written communication methods such as emails, internal memos, or any other appropriate means. The details so submitted shall be authentic and comprehensive to enable the authorized persons to make an informed decision/ take appropriate actions.
- 4. The Relevant Employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so submitted to the authorized Persons.
- 5. The Relevant Employees may approach the authorized persons for seeking guidance/clarity to ensure effective implementation of this policy.
- 6. The Company Secretary/ Compliance Officer of the Company may conduct periodic

training/sensitization Programmes and/or release FAQs, referendum, framework to further assist relevant employees for effective implementation of this policy.

Review & Amendment

1. The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant regulation and remains effective. The Board of Directors has the right to alter, modify, add, delete, or amend any of the provisions of this policy at its discretion and the new policy shall be displayed to the stakeholders.
2. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Dissemination of the Policy

The Policy, as amended from time to time, shall be placed on the website of the Company at <https://ttspl.in/wp-content/uploads/2022/09/Materiality-Policy-min.pdf>

Annexure I

Material events/ information to be mandatorily disclosed to the stock exchange(s)

Following is the List of events/information as specified under Para A of Part A of Schedule III of the Listing Regulations:

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

Explanation

(1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

(i) acquiring control, whether directly or indirectly; or

(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that -

(a) the listed entity holds shares or voting rights aggregating to twenty 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or

(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 listed entity; 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 sub-clause (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.

Explanation (4) - For the purpose of this sub-paragraph, "unit" would mean "Owned Warehouse"; "division" would mean "Any Branch of the 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. New Rating(s) or Revision in Rating (s).

Explanation No. 1:

For the purpose of this events\information, the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the listed entity or to any fixed deposit programme or to any scheme or proposal of the listed entity involving mobilization of funds whether in India or abroad.

Explanation No. 2: The above requirement to disclose rating shall also be applicable to the following:

- a) *Revision in rating even if it was not requested for by the listed entity or the request was later withdrawn by the listed entity.*
- b) *Revision in rating outlook even without revision in rating score.*
- c) *ESG ratings by registered ESG Rating Providers*

4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), the outcome of meeting 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 Depository Receipts/ Global Depository 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 listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

Provided that such agreements entered into by a listed entity 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 listed entity, or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation(1): For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

Explanation(2) - For the purpose of this sub-paragraph, Normal course of Business” shall mean all those transactions, events, and activities that satisfy the below attributes:

- i. Transactions that are in consonance with the current business operations of the Company.
- ii. The transactions, events, or activities are conducted on a frequent or recurring basis as a part of regular operations.
- iii. The terms of the transactions, events, or activities are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.

Note:

(1): Giving guarantees, security, letter of credit or any other thing, by whatever name called, to any entity other than wholly owned subsidiary/Subsidiary/associate company would not be considered as a normal course of Business.

(2): Entering into any non-compete arrangement which could disallow the listed entity to perform any business, would not be considered as normal course of business.

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

For the purpose of this sub-paragraph:

- a. '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.
- b. '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 listed entity.

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 of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities 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 listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - a) The letter of Resignation along with Detailed reasons for the resignation as given by the said director.
 - (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any
 - b) The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reasons other than those provided.
 - c) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause a and b. above
 - 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 listed entities within seven days from the date that such resignation comes into effect.

- 7D. In case the Managing Director or Chief Executive Officer of the listed entity 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).
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:
- (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) 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 Company, in brief.
- 15.
- a. Schedule of Analyst or institutional investor meet [at least two working days in advance (excluding the date of the intimation and the date of the meet)]
 - b. 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

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:

- a. 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;
- b. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
- c. 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. Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- l. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - i. Pre and Post net-worth of the company;
 - ii. Details of assets of the company post CIRP;
 - iii. Details of securities continuing to be imposed on the companies' assets;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid-off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;

- viii. Impact on the investor – revised P/E, RONW ratios etc.;
- ix. Names of the new promoters key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
- x. Brief description of business strategy.
- m. Approval of resolution plan by the Tribunal or rejection, if applicable;
- n. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o. Quarterly disclosure of the status of achieving the MPS;
- p. The details as to the delisting plans, if any approved in the resolution plan.

17. 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 listed entities:
- 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 listed entity 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.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel, or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity. Explanation – “Social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

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

19. Action(s) initiated, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter, or subsidiary, in relation to the listed entity, in respect of the following:
- (a) search or seizure; or
 - (b) re-opening of accounts under section 130 of the Companies Act, 2013
 - (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:
- i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;

v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20. Action(s) taken, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter, or subsidiary, in relation to the listed entity, 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:

- i. name of the authority;
- ii. nature and details of the action(s) taken, or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

Explanation- 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:

- i. 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.
- ii. 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.

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

Annexure II

Following is the List of events / information to be disclosed to the stock exchange(s) based on Materiality guidelines:

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 tie-up; 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.

Explanation(1) : For orders and contracts referred above “Normal course of Business” shall mean all those transactions that satisfy the below attributes:

- i. Transactions that are in consonance with the current business operations of the Company.
 - ii. The transactions are conducted on a frequent or recurring basis as a part of regular operations.
 - iii. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.
 - iv. Transactions involving per shipment order up to an amount of INR 2,50,00,000/-
5. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in the normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

Explanation(1) : For orders and contracts referred above “Normal course of Business” shall mean all those transactions that satisfy the below attributes:

- i. Transactions that are in consonance with the current business operations of the Company.
- ii. The transactions are conducted on a frequent or recurring basis as a part of regular operations.
- iii. The terms of the transactions are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.
- iv. Transactions involving per shipment order up to an amount of INR 2,50,00,000/-

Note: Giving guarantees, security, a letter of credit or any other thing, by whatever name called, to any entity other than wholly owned subsidiary/Subsidiary/associate company would not be considered as a normal course of Business.

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 listed entity.
9. Frauds or defaults by employees of the listed entity which has or may have an impact on the Listed entity.
10. Options to purchase securities including any ESOP/ ESPS Scheme.
11. Giving of guarantees or indemnity or becoming 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.”

Explanation: For the purpose of determination of material events/ information, the value or expected impact in terms of value for each event or transaction shall be compared with the quantitative threshold specified in this policy.

Annexure III

Format for Submission of Information to Compliance Officer (to be filled by the Nodal Officer/Designated Person)

Sr. No.	Question	Remarks
1.	Name of the Department	
2.	Name and Designation of originator of Information	
3.	Details of events/Information	
4.	Analysis/working, if any. (For impact of such information on Company)	
5.	Source of Information	
6.	Calendar of Events/milestones (date wise)	
7.	Name of Persons with whom such information is shared along with PAN/other identifier detail in absence of PAN (internal/external)	

I, _____, hereby undertake that the aforementioned information provided by the undersigned is true and to the best of my knowledge. The information is provided in compliance with the Regulation 30 of the SEBI (Listed Obligations and disclosure requirements). The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the circumstances:

- a) Under any proceedings or pursuant to any order of courts or tribunals.
- b) For investigation, inquiry, or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c) In compliance with applicable laws, regulations, rules, and requirements.
- d) In order to fulfil his/her duties/obligations

Name and Signature:

Date:

Place:

Effective from: September 27, 2019
Last amended on: February 13, 2025