



**POLICY ON CRITERIA FOR**  
**DETERMINING**  
**MATERIALITY OF EVENT**

**T.C. TERRYTEX LIMITED**



## TC TERRY TEX LIMITED

### POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

#### 1. OBJECTIVE

This Policy is framed in accordance with the requirements of Regulation 30 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations").

The objective of this Policy is to determine the materiality of events or information of the Company and ensure that such information is appropriately disseminated in compliance with the Regulations. The Policy also establishes an overall governance framework for the determination of materiality of such events and information.

#### 2. DEFINITION

- “**Act**” means the Companies Act, 2013, and the rules framed thereunder, including any modifications, clarifications, circulars, or re-enactment thereof.
- “**Board of Directors**” or “**Board**” means the Board of Directors of **TC Terry Tex Limited**, as constituted from time to time.
- “**Company**” means **TC Terry Tex Limited**.
- “**Key Managerial Personnel**” means key managerial personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- “**Listing Agreement**” refers to the agreement to be entered into between a recognized stock exchange and the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- “**Material Event**” or “**Material Information**” means such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In this Policy, the words “material” and “materiality” shall be construed accordingly.
- “**Policy**” refers to this Policy on Criteria for Determining Materiality of Events and Information and may be amended from time to time.
- “**Regulations**” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modifications, clarifications, circulars, or re-enactment thereof.
- “**Schedule**” means Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

An event or information shall be considered material if it meets any of the following criteria:

- a. The event or information is, in any manner, unpublished price-sensitive information (UPSI).
- b. The omission of an event or information is likely to result in discontinuity or alteration of an event or information already available publicly.



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c. 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.

d. Any other event/information which is treated as material in the opinion of the Board of Directors of the Company.

#### 4. DISCLOSURES OF EVENTS OR INFORMATION

##### *A. Material Events under Para A of Part A of Schedule III of the Listing Regulations*

The Company shall disclose the following events to the stock exchanges as material events, as per the provisions of Para A of Part A of Schedule III of the Listing Regulations. The Company has no discretion in deciding whether these events need to be reported. Such events must be reported to the exchanges invariably:

1. **Acquisitions** (including agreements to acquire), schemes of arrangement (amalgamation, merger, demerger, restructuring), or sale or disposal of any unit(s), division(s), subsidiary, or any other restructuring.
  - **Explanation:** 'Acquisition' means:
    - Acquiring control, whether directly or indirectly; or
    - Acquiring or agreeing to acquire shares or voting rights in a company such that the Company holds 5% or more of the shares or voting rights, or there has been a change exceeding 2% of the total shareholding or voting rights in the company.
2. **Issuance or forfeiture of securities**, split or consolidation of shares, buyback of securities, restriction on transferability of securities, or alteration in the terms or structure of existing securities (e.g., forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.).
3. **Revision in credit ratings.**
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, the decisions regarding the following:
  - Dividends and/or cash bonuses recommended or declared, or the decision not to declare any dividend and the date of payment.
  - Cancellation of dividend with reasons.
  - Buyback of securities.
  - Fundraising proposals.
  - Increase in capital by issuing bonus shares and related details.
  - Reissue of forfeited shares or securities.
  - Financial results.
  - Voluntary delisting decisions.
5. **Agreements** (e.g., shareholder agreements, joint venture agreements, family settlement agreements impacting control, etc.), or any agreements/contracts not in the normal course of business.
6. **Fraud/defaults** by Promoter/Key Managerial Personnel or arrest of Key Managerial Personnel/Promoter.
7. **Change in Directors/Key Managerial Personnel** (Managing Director, CEO, CFO, Company Secretary, etc.), auditors, and compliance officers.
8. **Appointment or discontinuation of the share transfer agent.**
9. **Corporate debt restructuring.**
10. **One-time settlement with a bank.**



11. **Winding-up petition** filed by any party/creditors.
12. **Issuance of Notices, call letters, resolutions, or circulars** sent to shareholders, debenture holders, creditors, etc.
13. **Proceedings of Annual and Extraordinary General Meetings.**
14. **Amendments to the Memorandum and Articles of Association.**
15. **Analyst or institutional investor meet** and presentations made by the Company on financial results.

#### *B. Material Events under Para B of Part A of Schedule III of the Listing Regulations*

The events that fall under Para B of Part A of Schedule III should be disclosed by the Company after applying the guidelines for determining materiality, as provided under Clause 3 of this Policy. These events are:

1. Commencement or postponement in the date of commencement of commercial production or operations of any unit/division.
2. Changes in the general nature or character of the business, strategic alliances, or closure of operations.
3. **Capacity addition or product launch.**
4. **Awarding/receiving/amendment/termination of orders or contracts** not in the normal course of business.
5. **Agreements (e.g., loan agreements or binding agreements)** not in the normal course of business.
6. **Disruptions in operations** of any units/divisions due to natural calamities, strikes, lockouts, etc.
7. **Changes in the regulatory framework** affecting the Company.
8. **Litigations/disputes/regulatory actions** with an impact.
9. **Fraud/defaults by directors** (other than Key Managerial Personnel) or employees.
10. **Options to purchase securities**, including any ESOP/ESPS scheme.
11. **Guarantees or indemnities** given, or becoming a surety for a third party.
12. **Granting, withdrawal, or suspension of key licenses or regulatory approvals.**
13. Any other major development that is likely to affect business, such as:
  - Emergence of new technologies.
  - Expiry of patents.
  - Any change in accounting policy that could significantly impact the accounts.

All disclosures will be hosted on the Company's website for at least five years, and thereafter, archived in compliance with the Company's **Policy on Preservation of Documents and Archival Policy**.

#### **5. AUTHORITY TO KEY MANAGERIAL PERSONNEL**

The **Managing Director, Chief Executive Officer, and Chief Financial Officer** of the Company shall severally have the authority to determine the materiality of any event or information and make disclosures of such material event or information to the stock exchanges.

The **Company Secretary** shall also have the authority to make disclosures of such material event or information to the stock exchanges, subject to the provisions of this Policy.



As required by the Regulations, the Company shall provide the contact details of the above-named persons to the stock exchange(s) and update the same periodically. Their details will also be available on the Company's website.

## 6. AMENDMENTS

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provisions with new provisions or replace this 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.

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This **Policy on Criteria for Determining Materiality of Events** ensures that **TC Terrytex Limited** remains compliant with regulatory requirements and maintains transparency in disclosing material events and information.