

POLICY ON DETERMINATION OF MATERIALITY

INTRODUCTION

As per regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment (s) made thereof, for the time being in force ('Listing Regulations') the Company should immediately inform the Stock Exchanges of all the events which will have bearing on the performance/operations of the Company as well as any price sensitive information.

The Industry Standards Forum has published the industry standards note on Regulation 30 of Listing Regulations which has been granted recognition through SEBI circular dated February 25, 2025. The industry standards note provides guidance for disclosure of material events/information as per Regulation 30 of Listing Regulations.

OBJECTIVE

The objective of this Policy is to:

- 1) Ensure that **Tara Chand Infrologistic Solutions Limited** ("the Company") discloses all price sensitive information to Stock Exchanges timely, accurate, adequate and transparent, in accordance with the Listing Regulations.
- 2) Provide assistance to the employees of the Company for identifying potential material events/information in an objective manner and mechanism for dealing with such event or information and reporting the same to the authorised Key Managerial Personnel, in terms of sub-regulation(5), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange.
- 3) Establish procedures for;
 - (i) The collection of all potentially price sensitive information;
 - (ii) Assessing whether information must be disclosed to Stock Exchanges under the Listing Regulations;
 - (iii) Releasing to the Stock Exchanges information determined to be price sensitive information and to require disclosure; and
 - (iv) Responding to any queries from Stock Exchanges.

SCOPE

The Policy aims to identify and define the events or information which should be construed as 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

“Board” means the Board of Directors of the Company.

“Key Managerial Personnel” means the Key Managerial Personnel of the Company as defined under Section 203 of the Companies Act, 2013.

“Policy” means Board Policy for determination of material events or information.

“Regulations” or **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment (s) made thereof, for the time being in force.

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:
 - (a) Deciding if information should be disclosed to the Stock Exchanges;
 - (b) Ensuring compliance with the Company's continuous disclosure obligations;
 - (c) Establishing a system to monitor compliance with the Company's continuous disclosure obligations and this policy;
 - (d) Monitoring regulatory developments so that amendments necessary to ensure that this policy continues to conform to those requirements can be considered by the Board.

DETERMINATION OF MATERIALITY OF EVENTS /INFORMATION

Events listed in Clause A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed Material and disclosed to the stock exchanges without any application of the guidelines for materiality i.e., these are mandatory to be disclosed irrespective of the extent of happening of an event.

Events that have been provided in Clause B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed to stock exchanges upon application of the guidelines for materiality to be determined by the authorised key managerial personnel based on criteria as mentioned in Regulation 30(4) of the SEBI Listing Regulations.

The following criteria will be considered while determine 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 Company;
- (ii) two percent 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;
- (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 Company.

The Industry Standard Forum on Reg 30 shall be referred to determine the appropriate quantitative thresholds applicable to the relevant events

The industry standards Note for material events denoted "Reddendo Singula Singulis," a Latin phrase that translates to "rendering the singular to the singular." for assessing materiality threshold determining the significance of a particular event or transaction.

Applying the principle of Reddendo Singula Singulis (by assigning each one to each one) to the materiality provisions of Listing Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the turnover or 5% of the average PAT respectively.

In computing the "expected impact in terms of value" of an event/information, a Company should, where applicable, consider the expected impact in the four ensuing quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter).

Further, the Company will follow the Industry Standards Note on Regulation 30 or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges in relation to the Industry Standards Note from time to time, to the extent applicable, for every event / information listed in the Regulations.

(d) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of the Company, the event / information is considered material.

DECIDING IF INFORMATION SHOULD BE DISCLOSED

- 1) If relevant employee of the Company becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the Compliance officer/ KMPs who are authorized to determine the materiality of events. It is important for relevant employee of the Company to understand that just because information is reported to the Compliance officer that does not mean that it will be disclosed to the Stock Exchanges. It is for the Compliance officer and/ or KMPs to determine whether information is material and requires disclosure.

- 2) The Compliance officer/ KMPs as defined under Reg 30(5) are responsible in the first instance for deciding if information should be disclosed. Accordingly, all potentially price sensitive information must be given to the Compliance officer/ KMPs, or in their absence, his delegate for their consideration as to whether such information needs disclosure.

Examples of the types of information that may need to be disclosed under the Listing Regulations including some minimum information to be stated in disclosures are provided in '**Annexure–A**'.

“Relevant employee(s)” shall encompass the head of the departments / functional head and shall include the employees of the Company who deal with or come into possession of price sensitive information in the course of the performance of his/her duties.

AUTHORIZATION TO KEY MANAGERIAL PERSONNEL FOR DETERMINING THE MATERIALITY OF EVENT OR INFORMATION

The Board shall authorize one or more Key Managerial Personnel ('Authorized Persons') for the purpose of determining the materiality of event or information and reporting of such events or information to the stock exchanges. The contact details of such Key Managerial Personnel shall be disclosed to the stock exchanges and also posted on the website of the Company.

The Board may from time to time designate or nominate any other Key Managerial Personnel for the purpose of compliance with the provisions of Regulation 30(5). Any such change shall be duly intimated to the stock exchanges and notified on the Company's website.

Regulation 30, read with Schedule III of the Listing Regulation, regulate - identification / determination of events and information that can be considered as 'Material' and the manner and timeline within which that can be disclosed to the Stock Exchanges. The timelines stipulated under this regulation shall begin once an officer of the Company has become aware of the occurrence of an event /information through credible and verifiable channels of Communication. The term officer shall have the same meaning ascribed to it under Section 2(59) of Companies Act, 2013.

PUBLIC RELEASE OF DISCLOSED INFORMATION

The Compliance Officer or the person authorised by the Board will lodge or arrange for lodgement of the announcement with the Stock Exchanges as soon as reasonably possible and in any case not later than the following:

- a) 30 Minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken, if the Board Meeting concludes during the normal trading hours of that day.

Provided that in case meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within 3 (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.

- b) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) 24 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 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 72 hours of receipt of notice by the Company.

In case of absence of the Compliance Officer, the disclosure to the Stock Exchange can be made by any other Key Managerial personnel.

The listed entities, while disclosing material information which is disclosable under Regulation 30(13) of the SEBI Listing Regulations with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication in format specified under the Industry Standards shall be sufficient compliance.

Provided that in case the disclosure is made after the timelines as prescribed, the Company shall, along with such disclosures provide explanation for delay.

- 1) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- 2) The Company will publicly release all information disclosed to the Stock Exchanges under this policy by placing it on its website for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on website.
- 3) The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

Such information must be publicly discussed or otherwise publishing in any manner only after it is first disclosed to Stock Exchange and the Compliance Officer receives confirmation from the Stock Exchanges that the information has been released to the market.

REVIEW AND CHANGES

- 1) The Compliance officer, in consultation with the Board, will review this policy as often as it considers necessary.
- 2) The Board may change this policy from time to time by resolution.

ENFORCEMENT OF THE POLICY

The Policy shall be enforced with effect from the date of its approval by the Board. The Company Secretary shall be authorized to communicate the Policy to all concerned and to ensure the effective implementation thereof.

Annexure- A' Types of events/ information that shall be disclosed under the Listing Regulations

i. 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), 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 - 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 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-para and such change exceeds five per cent of the total shareholding or voting rights in the said company or
 - (c) the cost of acquisition or 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 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: 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 listed entity shall disclose to the Exchange(s), the outcome of the 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 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 listed entity 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 listed entity), 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. 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: 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.

- (i) Fraud/defaults by promoter or director or key managerial personnel, senior managerial personnel or subsidiary or by listed entity or arrest of key managerial personnel or senior management personnel or promoter or director of listed entity, whether occurred within India or abroad. ‘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.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
 8. 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.
 9. 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:
 - i. The letter of resignation along with detailed reasons for the resignation as given by said director.
 - ii. Names of listed entities in which the resigning director holds directorships indicating the category of directorship and membership of board committees, if any.
 - iii. The Independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iv. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchange along with the disclosures as specified above.
 10. 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.
 11. 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 for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
 12. Appointment or discontinuation of share transfer agent.
 13. Corporate debt restructuring.
 14. One time settlement with a bank.

15. Reference to BIFR and winding-up petition filed by any party /creditors.
16. 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 listed entity.
17. Proceedings of Annual and extraordinary general meetings of the listed entity.
18. Amendments to memorandum and articles of association of listed entity, in brief.
19. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
20. Winding up petition filed by any party/creditors

ii. Voluntary revision of financial statements or the reports of the board of directors of the listed entity under Section 131 of the Companies Act, 2013. 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 listed entity 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 listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.

iii. Any other information/event which is exclusively known to the listed entity, in such case, to enable the holders of securities of the listed entity to appraise their position and to avoid the establishment of a false market in such securities, such information/ event is necessary to be know by the holders of securities.

iv. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.
