

TCFC FINANCE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

INTRODUCTION:

Regulations 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires the Board of Directors of listed companies to frame a policy for determination of materiality of events, based on the criteria specified in Regulations (i) of sub-regulation (4) of Regulation 30 of the said Regulations.

Therefore, to ensure compliance with the aforesaid Regulations, the Board of Directors of TCFC Finance Limited has framed the Policy for determination of materiality of events.

DEFINITIONS:

“Company” means TCFC Finance Limited.

“Board of Directors” or **“Board”** means the Board of Directors of TCFC Finance Limited., as constituted/re-constituted from time to time.

“Key Managerial Personnel” mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

“Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

“Policy” means Policy for Determination of Materiality of Events.

“Stock Exchanges” means the stock exchanges where the Company’s shares are listed.

“SEBI” means Securities and Exchange Board of India.

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

OBJECTIVE:

The objective of the policy is to ensure timely and adequate disclosure of material events and information as per Regulation 30 of the Listing Regulations and to assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s)

DISCLOSURE OF EVENTS OR INFORMATION:

- a) Events/ information specified in Para A of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges, without application of the materiality criteria as specified in this Policy.
- b) Events/ information specified in Para B of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges based on application of the materiality criteria, as specified in this Policy.
- c) Events/ information specified in Para C of Part A of Schedule III of Listing Regulations viz. major development that is likely to affect business.
- d) Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by SEBI from time to time.

CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

The Company shall determine an event or information specified in Para B of Part A of Schedule III of the Listing Regulations to be material, if:

- 1. The omission of an event or information:
 - a) which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b) which is likely to result in significant stock market reaction if the said omission came to light at a later date; or
 - c) whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. two percent (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;
 - iii. five percent (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;
- 2. In case where the criteria specified in sub-sections (a), (b) and (c) 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.

GUIDELINES ON OCCURRENCE OF AN EVENT/INFORMATION:

The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be as follows:

Receipt of Communication from Authorities:

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

Material Developments:

The listed entity shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

Guidelines for Rumor Verification:

The Company shall confirm, deny, or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumors of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations, with effect from October 1, 2023.

Event not indicated in Para A or B of Part A of Schedule III:

In case where an event occurs or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.

TIMELINES FOR DISCLOSURE:

The Company shall first disclose to the Stock Exchanges all events/ information which are material in terms of the provisions of this Policy and Regulation 30 of the Listing Regulations, as soon as reasonably possible and in any case not later than:

- a) 30 (thirty) minutes from closure of the Board meeting in which the decision pertaining to the event/ information has been taken;
- b) 12 (twelve) hours from occurrence of event/ information, where the event/ information is emanating from within the Company;
- c) 24 (twenty four) hours from occurrence of event/ information, where the event/ information is not emanating from within the Company.

Disclosures with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

In case disclosure is made after timelines specified under Regulation 30 of the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

AUTHORISED PERSONS TO ASSESS THE MATERIALITY OF EVENTS:

The Key Managerial Personnel (Company Secretary / Chief Financial Officer/ Managing Director/ Executive Directors / CEO) are severally authorized to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

The contact details of all the Key Managerial Personnel (KMP) shall be placed on the Company's website and any change in the same shall be disclosed to the stock exchanges.

POLICY REVIEW:

The Authorized Person may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors. Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any amendments to the Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

WEBSITE:

As per the provisions of the Listing 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 stock exchanges under the Listing 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 Documentation Retention and Archival Policy of the Company.

AMENDMENTS:

The Board of Directors can amend this policy, as and when deemed fit.

In case of any amendments(s), clarification(s), circulars(s) etc, issues by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circulars(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), clarifications(s), circular(s) etc.
