



# **TRIVENI TURBINE LIMITED**

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION**

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## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENT / INFORMATION**

### **1. Preface**

The Board of Directors of Triveni Turbine Limited ('the Company') had adopted the following policy and procedures with regard to determination of materiality of events or information which are required to be disclosed to the stock exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). This policy was made effective from December 1, 2015.

SEBI in its notification dated December 12, 2024 has notified SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 vide which the existing Listing Regulations have been amended with a view to streamline disclosures by listed entities and strengthen compliance with Listing Regulations. Accordingly, this policy has been amended which is duly approved and adopted by the Board of Directors of the Company in its meeting held on January 31, 2025.

### **2. Purpose**

The purpose of this policy is to determine materiality of events and information and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Listing Regulations, as amended, modified, supplemented or re-enacted from time to time, to the stock exchanges.

### **3. Criteria for determination of materiality of events / information**

- (i) Events/Information specified in Para A of Part A of Schedule III to the Listing Regulations, as amended from time to time, are mandatorily required to be disclosed, without applying any guideline/parameter for determining the materiality of any event/information.
- (ii) Events/Information specified in Para B of Part A of Schedule III to the Listing Regulations shall be considered as material, based on application of the guidelines for materiality, as specified below:

**Quantitative Criteria** would mean event/information, whose value or the expected impact in terms of the value, exceeds lower of the following:

- (a) 2% of turnover, as per the last audited consolidated financial statements of the Company;
- (b) 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;

- (c) 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

**Qualitative criteria** would mean an event/information where

- (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;

A list of such events/information is attached as **Annexure-I**.

In case where the criteria specified hereinabove 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.

- (iii) 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 other information which is exclusively known to be 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, as stated under Para C of Part A of Schedule III of the Listing Regulations, be disclosed as may be advised by the Board of Directors of the Company from time to time.

#### **4. Disclosure of events/information**

The Company shall disclose to the stock exchanges of all events or information, as specified in Para A of Part A of Schedule III and Annexure- I to this policy as soon as reasonably possible and in any case not later than the following:

- (i) 30 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 listed entity 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) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

- (iii) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

In case the disclosure is made after the timelines specified hereinabove, the Company shall, along with such disclosure provide explanation for delay.

In case an event or information is required to be disclosed by the Company in terms of the provisions of the Listing Regulations, 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.

## **5. Authorisation for disclosures**

The committee comprising of Managing Director(s), CEO, CFO and Company Secretary shall decide whether particular event/information is material and shall decide for disclosure of information to Stock Exchanges.

Any employee who identifies any potential material event or information (“Relevant Employee”) shall report **immediately** the same to any of the aforesaid members of the committee, in terms Regulation 30 of the Listing Regulations, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchanges as well on the website of the Company.

The Company will make prompt uniform and universal disclosure of material events to avoid any selective disclosure. In order to ensure the universal disclosure, the information will be first sent to the stock exchanges where the shares of the Company are listed before the information is released to investor, research analysts, media or any section of public.

The Company Secretary shall in co-ordination with the Committee shall disseminate/disclose the information to the Stock Exchanges where the securities of the Company are listed.

## **6. Amendments**

The Board of Directors may, subject to any applicable laws, amend any provision or substitute any of the provision with the new provision or replace the Policy entirely with a new Policy at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case of any modification(s), amendment(s), clarification(s), circular(s), re-enactment etc. issued by the relevant statutory 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.



## 7. Dissemination of Policy and Events/Information

All such events or information which has been disclosed to the stock exchanges under this policy, to be placed on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

The policy and the contact details of the persons authorized by the Board of Directors shall also be available on the website of the Company.

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*Last Amended Date - January 31, 2025 (TTL/Version 3)*  
*Previous Version Date - August 1, 2023 (TTL/Version 2)*

## **Annexure I**

### **Events / information which shall be disclosed to the stock exchanges upon application of the guidelines for materiality specified in the Policy:**

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.
5. Agreements (viz. loan agreement(s) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety, by whatever name 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.