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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

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1. Preface

- 1.1 The Board of Directors ("**Board**") of TVS Supply Chain Solutions Limited ("**Company**") has approved the policy for the determination of materiality of events and information ("**Policy**"). The Policy is framed in accordance with the requirements of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time.

2. Objective

- 2.1 The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Listing Regulations and to provide an overall governance framework for such determination of materiality.

3. Definitions

- 3.1 "**Act**" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars, or re-enactment thereof.
- 3.2 "**Board of Directors**" or "**Board**" shall mean the Board of Directors of TVS Supply Chain Solutions Limited, as constituted from time to time.
- 3.3 "**Company**" shall mean TVS Supply Chain Solutions Limited.
- 3.4 "**Compliance Officer**" shall mean the Company Secretary, or any other Officer designated as Compliance Officer under this Policy by the Board.
- 3.5 "**Material Events**" or "**Material Information**" shall mean such events or information as set out in the Annexures or as may be determined in terms of Clause 5 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- 3.6 "**Policy**" shall mean this Policy for Determination of Materiality of Events and Information and as amended from time to time.
- 3.7 "**Listing Regulations**" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars, or re-enactment thereof.
- 3.8 "**Schedule**" shall mean Schedule III of Listing Regulations.
- 3.9 "**Senior Management**" shall have the meaning given to the term under the Listing Regulations.
- 3.10 All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time. In case of any conflict between this Policy and applicable law, the applicable law (as existing on the date of the concerned transaction) shall prevail.

- 3.11 Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
- 3.12 Words importing the masculine gender also include the feminine gender and neutral gender.

4. Authority to Determine Materiality of Events

- 4.1 The respective heads of various departments ("**Designated Officers**") who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Managing Director and Chief Financial Officer (CFO) (hereafter referred as "**Managerial Personnel**") of any event / information which is material as defined in this Policy or of which Designated Officer is unsure as to its materiality. The Compliance Officer of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.
- 4.2 On receipt of a communication of a potential Material Event / Information, the Managerial Personnel shall:
- A. Review the event / information and take necessary steps to verify its accuracy;
 - B. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Listing Regulations and this Policy and take necessary actions in accordance with this Policy.
- 4.3 If the Managerial Personnel are not certain about the Materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

5. Materiality Thresholds

- 5.1 Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event / information basis the Listing Regulations and this Policy or if in the opinion of the Board, the event / information is material and ought to be disclosed.
- 5.2 Events or information that are to be disclosed without any application of the guidelines for materiality are set out in **Annexure A** to this Policy.
- 5.3 Events or information that are to be disclosed basis the materiality principle are set out in **Annexure B** to this Policy.
- 5.4 An event specified in the **Annexure B** to this Policy would be considered material on the basis of the guidelines for materiality as per Clause 5 and Clause 6 of this Policy and the Listing Regulations.
- 5.5 In some cases, inter-alia including disclosure of events specified in paragraph B of Part A of Schedule III of the Listing Regulations, if the materiality thresholds as prescribed above cannot be applied, the Managing Director and the Chief Financial Officer of the Company, in such cases, shall frame their opinion on a case-to-case basis, based on specific facts and circumstances relating to the information / event.

6. Guidelines for determining materiality of events or information

- 6.1 Certain information is *per se* “Material Events” as defined in regulation 30(2) read with paragraph A of Part A of Schedule III of the Listing Regulations. An illustrative list of such Material Event / Information is enclosed as **Annexure A**.
- 6.2 The following criteria shall be considered while determining the materiality of an event / 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, which 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; and
 - (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.
 - D. In case where the criteria specified in sub-clause (a), (b) and (c) are not applicable, an event/ information may be treated as being material if in the opinion of the Board of the Company, the event/information is considered material.
- 6.3 An illustrative list of such Material Event / Information is attached as **Annexure B**.

7. Guidelines for determining timelines for disclosure:

- 7.1 Material Events / Information including events specified in **Annexure A** and **Annexure B** shall be disclosed by the Company as soon as reasonably possible and no later than the timelines prescribed by SEBI, in terms of the Listing Regulations.
- 7.2 Provided that in case the disclosure is made after the timelines set out in this Policy and the Listing Regulations, the Company shall along with such disclosure(s) provide an explanation for the delay.

8. Disclosures

- 8.1 Disclosures required to be made as per this Policy and the Listing Regulations shall be made in the following manner:
- A. Inform the stock exchanges on which the securities of the Company are listed; and
 - B. Upload on the corporate website of the Company.

- 8.2 All the above disclosures will be hosted on the website of the Company for a minimum period of five (5) years and thereafter archived in accordance with the Company's policy on archival of documents.
- 8.3 The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- 8.4 In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 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 authorities.

9. REVIEW AND AMENDMENT

- 9.1 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 amend any provision of this policy at its discretion.
- 9.2 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 (including but not limited to Annexure A and B as may be applicable) 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.

10. DISSEMINATION OF THE POLICY

The Policy, as amended from time to time, shall be placed on the website of the Company.

11. EFFECTIVE DATE

The Policy as approved by the Board shall be effective from August 3, 2023.

ANNEXURE A

Events which shall be mandatorily disclosed *without any further consideration* of the guidelines for materiality:

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 Company, sale of stake in an associate company of the Company or any other restructuring;

Explanation - '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 Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company;
 - b. There has been a change in holding from the last disclosure 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 of the Listing Regulations.

Explanation (2) – '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 Company; 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 of the Listing Regulations / Clause 6.2 (c) of the Policy.

Explanation (3) – 'Undertaking' and 'substantially the whole of the undertaking' shall have the same meaning as given under section 180 of the Act.

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 Company shall disclose to the Exchange(s), within 30 minutes of the closure of any meeting held to consider the following:
 - (i) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

- (ii) any cancellation of a dividend with reasons thereof;
- (iii) the decision on buyback of securities;
- (iv) the decision with respect to fund raising proposed to be undertaken;
- (v) increase in capital by issue of bonus shares through capitalization of reserves including the date on which such bonus shares shall be credited/dispatched;
- (vi) 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 which may be subscribed to;
- (vii) short particulars of any other alterations of capital, including calls;
- (viii) financial results;
- (ix) Decision on voluntary delisting by the Company from stock exchange(s).
Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that they impact 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;

6. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Provided that such agreement entered into by the Company 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 Company or they are required to be disclosed in terms of any other provisions of the Listing Regulations.

Explanation – ‘directly or indirectly’ includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.

7. Fraud or defaults by the Company, its Promoter, director, Key Managerial Personnel, Senior Management or by subsidiary or arrest of Key Managerial Personnel, Senior Management, director of the Company or a Promoter whether occurred within India or abroad;

Explanation –

- (i) ‘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.

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 Company.

8. Change in Directors, Key Managerial Personnel (Executive Chairman, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer;
 - (i) In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than 24 hours of receipt of such reasons from the auditor.
 - (ii) In case of resignation of an Independent Director of the Company, within 7 days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities.
 - a. Detailed reasons for the resignation of independent directors as given by the said director, and the names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any, shall be disclosed by the Company to the stock exchanges.
 - b. The independent director shall, along with the detailed reasons, also provide a 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 Company to the stock exchanges along with the detailed reasons as specified in sub-clause (a) and (b) above."
 - (iii) 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 Company within seven days from the date that such resignation comes into effect.
 - (iv) In case the Managing Director or Chief Executive Officer of the Company 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).]
9. Appointment or discontinuation of share transfer agent;
10. 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.;

11. One-time settlement with a bank;
12. Winding-up petition filed by any party / creditors;
13. 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;
14. Proceedings of Annual and extraordinary general meetings of the Company;
15. Amendments to memorandum and articles of association of Company, in brief;
16. Schedule of Analyst or institutional investor meets at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations on financial results made by the Company to analysts or institutional investors.
17. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - (i) the presentation and the audio/video 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;
 - (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
18. 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. Approval of resolution plan by the Tribunal or rejection, if applicable
 - 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 persons(s), 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.
 - (xi) Any other material information not involving commercial secrets.
 - (xii) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - (xiii) Quarterly disclosure of the status of achieving the MPS;
 - (xiv) The details as to the delisting plans, if any approved in the resolution plan.
19. 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:
- (i) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - (ii) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
20. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of the Listing Regulations and is not already made available in the public domain by the Company.
- Explanation – 'social media intermediaries' shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.
21. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, Senior Management, promoter or subsidiary, in relation to the Company, in respect of the following:
- (a) search or seizure;
 - (b) re-opening of accounts under section 130 of the Act; or
 - (c) investigation under the provisions of Chapter XIV of the Act

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 Company quantifiable in monetary terms to the extent possible.

22. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company 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) 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 violation(s)/ contravention(s) committed or alleged to be committed; and
- v. impact on financial, operation or other activities of the Company quantifiable in monetary terms to the extent possible.

23. Voluntary revision of financial statements or the report of the Board under section 131 of the Act.

ANNEXURE B

Illustrative list of events which shall be disclosed *upon application* of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of business operations;
2. Any of the following events pertaining to the Company:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-ups,
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (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 the 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 divisions of the Company due to a 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 Company which may have an impact on the Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of a guarantee or an 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.
14. Any other information / event / 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 any other information 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.
15. Any other information as may be required by Board, from time to time.