

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND
INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES**

This Policy for determination of materiality of events and information for disclosure to the Stock Exchanges (hereinafter referred to as 'the Disclosure Policy or this / the Policy') is framed in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Regulations 2015'). Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (hereinafter referred to as "Regulations" or "LODR") lays down the guidelines for the Listed Companies in handling of Price Sensitive Information.

SCOPE AND OBJECTIVE OF THE POLICY

In compliance of the said Regulation, this Policy for Disclosure of Material Events and Information is framed for adoption. The policy assists the employees and provides for the systematic identification, categorization, review, disclosure and updating the potential information / events, which may have a bearing on the performance of the Company and consequently may impact the share prices of the Company too.

DISCLOSURE OF EVENTS

- (1) The Company shall make disclosures of any events or information which, in the opinion of the board of directors of the company, is material.
- (2) Events specified in Para A of Part A of Schedule III of LODR are deemed to be material events and the company shall make disclosure of such events.
- (3) The Company shall make disclosure of events specified in Para B of Part A of Schedule III of LODR, based on application of the guidelines for materiality, as specified in Regulation 30 (4) of LODR.
- (4) (i) The Company shall consider the following criteria for determination of materiality of events/ information:
 - (i) *The omission of the event / information which is likely to result in discontinuity or alteration of events or information already available to the public or*
 - (ii) *The omission of the event / information is likely to result in significant market reaction if the said omission came to light at a later date or*
 - (iii) *The omission of the event / information whose value or the expected impact in terms of value, exceeds lower of the following:*
 - a) Two percent of turnover, as per the last Audited Consolidated Financial Statement of the Company;
 - b) Two percent of Net Worth, as per the last Audited Consolidated Financial Statement of the Company, except in case the arithmetic value of the Net Worth is negative;
 - c) Five percent of the average or absolute value of Profit or Loss after tax, as per the last three Audited Consolidated Financial Statements of the Company.
 - (iv) *In case where the criteria specified in sub-clauses (i), (ii) and (iii) above, 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.*

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the Company within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

(4) (ii) The Company has a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website.

(5) The Board of Directors have authorized Mr. R. Chellappan, Managing Director of the Company, to determine materiality of an event/ information in terms of this Policy and to make appropriate disclosures to the Stock Exchanges.

(6) MATERIAL EVENTS SPECIFIED BY THE REGULATIONS & TIMELINES FOR MAKING DISCLOSURES

Category A: The events which shall be disclosed without any application of guidelines of materiality for materiality as specified in the Regulation 30 (4) of LODR:

The events specified under Para A of Part A of Schedule III of the Regulations need to be disclosed to the stock exchanges, without applying the test of materiality.

Category B: The events which shall be disclosed upon application of the guidelines of materiality as specified in the Regulation 30 (4) of LODR:

The events which shall be disclosed upon application of the test of materiality as specified in the Regulation 30 (4) of LODR: The events specified under Para B of Part A of Schedule III of the Regulations shall be disclosed to the stock exchanges if they are considered to be material upon application of the test of materiality.

Category C: Any other information / event viz., major development that is likely to affect business, e.g., emergence of any 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 is exclusively known to the 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.

Category D: 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.

Timelines

The Company shall first disclose to the stock exchange(s) in which the securities of the Company are listed, all events or information which are material in terms of the provisions of LODR as soon as reasonably possible and in any case not later than the following:

(i) Thirty 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 Company shall disclose the decision pertaining to the event of 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 30 minutes or three hours as applicable from the closure of such meeting for the day on which it has been considered.

- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) twenty four 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 seventy-two hours of receipt of the notice by the Company.

Provided further that the Company shall follow the timelines for the disclosures with respect to events for which timelines have been specified in Part A of Schedule III.

Provided further that in case the disclosure is made after the timelines specified above, the Company shall, along with such disclosure, provide the explanation for the delay to the stock exchange(s).

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- (7) The Company shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (8) The Company shall update all disclosures made under the Regulations to the stock exchanges and in the Company's Website. Such disclosures shall be continued to be hosted in the website of the Company for a minimum period of five years and thereafter archived as per the document retention policy of the Company.
- (9) The listed entity shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

Others:

Upon applicability of Regulation 30(11) of LODR, the Company shall confirm or deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of Regulation 30 of LODR are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information. In case an event or information is required to be disclosed by the Company in terms of Regulation 30 of LODR, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication as required under Regulation 30 of LODR, along with the event or information, unless disclosure of such communication is prohibited by such authority.

The Disclosure Policy was adopted by the Board on 12.02.2025 and will be reviewed as and when deemed necessary.

For and on behalf of the Board

Place: Chennai
Date : 12.02.2025

R. Chellappan
Managing Director