TAiNWALA

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

PREAMBLE:

Tainwala Chemicals and Plastics (India) Limited (TCPL) is committed to managing the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders.

PURPOSE:

As per the requirements of Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed entity shall frame a policy for determination of materiality of events and information that shall be disclosed.

Accordingly, the Company in compliance with the above stated Regulation established and adopted a Policy on Determining the Materiality of Events and Information.

SCOPE OF THE POLICY:

This Policy shall determine events or information which shall be material in nature and which shall be disclosed to the public at large through intimation to the Stock Exchange(s).

Criteria for determining Materiality:

The event or information shall be considered to be material, if:

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;
c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
(1) two percent of turnover, as per the last audited consolidated financial statements of the company;

(2) 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;
(3) 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-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 TCPL, the event/ information is considered material.

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company. The Company shall also disclose all events or information which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations without application of materiality guidelines.

The Board of Directors have severally authorised the Managing Director, Chief Financial Officer and the Company Secretary of the Company for
i. determining materiality of an event or information;
ii. ensuring timely and adequate disclosure of material events/ information to the Stock Exchange(s);
iii. making disclosures to Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations; and
iv. responding to queries raised by Stock Exchange(s), if any.

Disclosure of Material Events / Information:

A. The following are the events/ information upon occurrence of which the Company shall make disclosure to Stock Exchange(s) promptly:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

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. Revision in Rating(s).

4. Outcome of Meetings of the Board of Directors, held to consider the following:

   a) 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;
   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
   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 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. Fraud/ defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter.

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor & Compliance Officer.

8. Appointment or discontinuation of Share Transfer Agent.

9. Resolution Plan/ Restructuring in relation to Loans/ Borrowings from Banks/ Financial Institutions.

10. One time settlement with a Bank.

11. Reference to BIFR and winding-up petition filed by any party/ creditors.

12. 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.

13. Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

16. Events in relation to the Corporate Insolvency Resolution Process (CIRP) of a Listed Corporate Debtor under the Insolvency Code.

17. Initiation of Forensic Audit.

18. 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, including but not limited to search or seizure, suspension, fine, penalty, settlement order, debarment, disqualification, closure orders or any other material action.

19. Cyber security incidents or breaches or loss of data or documents affecting the Company.

20. 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 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.

21. Resignation of Senior Management Personnel other than Key Managerial Personnel along with detailed reasons for resignation.

22. Any confirmation, denial or clarification of reported events or information in the mainstream media in terms of Regulation 30(11) of the SEBI Listing Regulations, if applicable to the Company.

B. The following events/ information upon occurrence of which the Company shall make disclosure to the Stock Exchange(s) upon application of guideline for materiality:

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 TCPL 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 TCPL.

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.

13. Events/ information which considered by Board of Directors material in nature.

14. Delay or default in the payment of fines, penalties, dues, etc. to any statutory, regulatory or enforcement authority.

15. Outcome of any litigation(s), dispute(s), regulatory action(s) or tax proceeding(s) having material impact on the Company.

16. Any event or information affecting the reputation or business continuity of the Company

Guidelines for determination of materiality of events/ information:

In order to properly assess, analyse and decide on the materiality of the event/ information, a proper procedural guideline shall be followed by the Company. The Chief Financial Officer, Head of the Departments/ Head of Business Units and Products and Branch Manager/ Heads who are responsible for relevant areas of the Company's operations must report to Managing Director and/ or Whole-time Director of the Company about any event/ information which may possibly be material or of which the they are unsure as to its materiality. The event/ information should be reported immediately after becoming aware of it.

On receipt of communication of potential material event/ information, the Company Secretary will:

i. Review the event/ information and take whatever steps necessary to verify its accuracy;

ii. Assess whether the event/ information is required to be disclosed to the Stock Exchanges under the Listing Regulations;
iii. Report the matter to Managing Director/ Whole-time Director of the Company that event/ information is material and requires disclosure under Regulation 30 of the Listing Regulations.

If the potential event/ information is considered material, the same shall be arranged to be intimated to the Stock Exchange(s).

All functional heads, departmental heads, unit heads and senior management personnel shall be responsible for promptly informing the Managing Director/ Chief Financial Officer/ Company Secretary about any material event or information immediately upon becoming aware of the same to enable timely disclosure under Regulation 30 of the SEBI Listing Regulations.

Time limit for Disclosure for Event/ Information:

The Company shall disclose to the Stock Exchange(s) all material events or information as soon as reasonably possible and in any case:

a) within 30 minutes/3 hours as applicable from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

b) within 12 hours from the occurrence of the event or information in case the event or information is emanating from within the Company;

c) within 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 where disclosure is made after the timelines specified above, the Company shall, along with such disclosure, provide explanation for the delay.

Provided further that certain material events or information may be disclosed within such timelines as may be prescribed under the SEBI Listing Regulations from time to time.

In case of events/ information that have occurred upon receipt of approval from any Board of Directors or shareholders or any concerned statutory authority, disclosure shall be made on receipt of approval of the event which is received earlier.

In case of events/ information where no such discussion, negotiation or approval is required, then the events/ information can be said to have occurred when the Board of Directors becomes aware of the events/ information, or as soon as, an employee of the Company has come into possession of the information in the course of the performance of his duties.

All the above disclosures would be hosted on the Website of the Company for a minimum period of five years.

DISCLOSURE OF THE POLICY:

This policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

INTERPRETATION:

Words and expressions used but not defined in this Policy shall have the same meaning assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, or any statutory modification(s) or re-enactment(s) thereof.

AMENDMENTS:

The Board may amend any provision(s) or substitute any provision(s) with new provision(s) or replace the policy entirely with new policy, based on approval by the Board at their meeting.

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Reviewed by Board of Directors at their meeting held on 20th May, 2026.