

TIRUPATI FOAM LIMITED

(L25199GJ1986PLC0009071)

MATERIALITY OF EVENTS

REGISTERED OFFICE

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

1. LEGAL FRAMEWORK:

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations") requires every listed entity to make disclosure of event or information specified under Paras A, B and C of Part A of Schedule III of Regulation 30 of the Listing Regulations which, in the opinion of the Board of Directors of the Company, is material.

Pursuant to Regulation 30(4) (ii) of the Listing Regulations, the Company has to frame a Policy for Determination of Materiality of Event or Information (hereinafter referred to as the "Policy").

In view of the above, the Policy for Determination of Materiality of Event or Information (hereinafter referred to as "This Policy") was formulated by the Board of Directors of the Company in accordance with Regulation 30 of the Listing Regulations with respect to determination of materiality of event or information and disclosure of material event or information to the Stock Exchange.

In order to align it with the amendments notified by SEBI from time to time in Regulation 30 of the Listing Regulations, the Board of Directors of the Company in its meeting held on 12th February, 2021 has approved and adopted the revised Policy for Determination of Materiality of Event or Information. This revised Policy shall be effective with immediate effect and it shall be hosted on the website of the Company.

2. OBJECTIVE:

The objective of this Policy is to provide guidelines to the management of Tirupati Foam Limited for determining the materiality of event or information based on the criteria specified in Regulation 30 of the Listing Regulations and also to ensure that timely and adequate disclosure of events or information are made to the Stock Exchange.

3. DEFINITIONS:

☐ **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

☐ **"Board"** means the Board of Directors of the Company.

☐ **"Company"** means Tirupati Foam Limited.

☐ **"Compliance Officer"** means the Company Secretary of the Company.

☐ **"Key Managerial Personnel"** means key managerial personnel as defined in sub section (51) of Section 2 of the Act.

☐ **“Listing Regulations / Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

☐ **“Material Event or Information”** shall mean event or information that are specified under Para A, Para B and Para C of Part A of Schedule III of Regulation 30 of the Listing Regulations or as may be determined in terms of Clause 4 and Clause 5 of this Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

☐ **“Policy” or “This Policy”** means the “Policy for Determination of Materiality of Event or Information”.

☐ **“Stock Exchange”** means BSE Limited, where the equity shares of the Company are listed.

☐ **“SEBI”** means Securities and Exchange Board of India.

All other terms and expressions not defined herein shall have the same meaning as defined in the Companies Act 2013, the Listing Regulations, the Securities Contracts (Regulation) Act, 1956 and / or the rules and regulations made thereunder or any other applicable laws or regulations to the extent applicable to the Company.

4. EVENTS OR INFORMATION WHICH ARE DEEMED TO BE MATERIAL EVENTS OR INFORMATION:

The events or information, which are specified in Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality of events or information as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations, are “deemed” to be material event or information.

5. EVENTS OR INFORMATION WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY OF EVENTS OR INFORMATION:

The events or information which are specified in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations (as applicable from time to time) are material subject to application of guidelines for materiality of events or information, as laid down herein below:

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

The Company shall consider the following criteria, as mentioned in Regulation 30(4) of the Listing Regulations (as given hereunder), for determination of materiality of events or information which are specified in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations (as applicable from time to time):

- 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. in case where the criteria specified in sub-clauses (a) and (b) hereinabove are 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.

6. ANY OTHER INFORMATION OR EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY:

The Company shall disclose any other information or events which are specified in Para C of Part A of Schedule III of Regulation 30 of the Listing Regulations (as applicable from time to time) and also 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.

The Company shall disclose all events or information with respect to its Subsidiary(ies) which are material for the Company.

In addition to the events or information specified in Paras A, B & C of Schedule III of Regulation 30 of the Listing Regulations, the Company may disclose other events or information as specified by the Board from time to time.

7. DISCLOSURE OF EVENT OR INFORMATION TO STOCK EXCHANGE:

a.) The Company shall disclose to Stock Exchange all the applicable material event or information as specified in Part A of Schedule III of Regulation 30 of the Listing Regulations, as soon as reasonably possible and not later than 24 hours from the occurrence of such event or information. Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall along with such disclosures, provide explanation for delay.

Provided further that with respect to the applicable events or information specified in sub-para 4 of Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations, the disclosure shall be made to Stock Exchange within thirty minutes of the conclusion of the Board Meeting.

b.) The Company shall, with respect to disclosures made under this Policy, make updated disclosures regarding material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

c.) The Company shall disclose on its website all such events or information which have been disseminated to the Stock Exchange under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company, as disclosed on its website.

8. AUTHORITY TO DETERMINE MATERIALITY OF AN EVENT OR INFORMATION AND TO MAKE DISCLOSURES OF THE SAME TO STOCK EXCHANGE:

The Company Secretary of the Company is authorized for the purpose of determining the materiality of an event or information and also for the purpose of making disclosures to Stock

Exchange under this Policy. The contact details of the Company Secretary and Compliance Officer is available on the website of the Company.

The materiality of events or information outlined above are indicative in nature. There may be a likelihood of some unforeseen events or information emerging due to the prevailing business scenario from time to time. Hence, the Company Secretary and Compliance Officer should exercise his/her own judgment while assessing the materiality of events or information associated with the Company.

9. SCOPE AND LIMITATION:

This Policy is framed based on the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notified on September 2, 2015 and amended by SEBI from time to time. In case of any subsequent amendments to the Listing Regulations, if it makes any of the clauses and provisions of this Policy inconsistent, the provision of the Listing Regulations shall prevail.

10. AMENDMENTS:

The Board of Directors may subject to the applicable laws amend any clause(s) or substitute any of the clause(s) with the new clause(s) or replace this Policy entirely with a new Policy. However, no such amendments or modifications shall be inconsistent with the applicable provisions of any law for the time being in force.
