



POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

1. INTRODUCTION

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 require a Company to disclose events or information which, in the opinion of the Board of the Company, are material.

These Regulations have classified disclosure of such events, in the following categories:

- (i) Events which are considered to be **deemed material events**, and which need to be disclosed without application of the “materiality criteria”. These events as specified by SEBI are listed in **Annexure A** to this Policy.
- (ii) Events which need to be disclosed based on the application of the “materiality criteria”. These events as specified by SEBI are listed in **Annexure B** to this Policy.
- (iii) Other events as specified by SEBI and listed in **Annexure C**.

SEBI may from time to time amend SEBI (LODR) Regulations and add to the list of events to be disclosed & the Disclosure Committee which will be formed under the Policy will add these events to the respective Annexures.

SEBI had also specified the information that needs to be provided whilst disclosing events mentioned in **Annexures A and B**, which is provided alongside each event/information in this Policy. In case the Company does not disclose any such specified details, it shall state appropriate reasoning for the same as part of the disclosure.

These Regulations mandate the Company to frame a policy for determination of materiality, based on the criteria mentioned in the Regulations, for disclosure of events mentioned at **Annexure B**.

This Policy is framed in accordance with the requirements of the SEBI (LODR) Regulations, notified on 2nd September 2015, and as amended from time to time in line with the circulars issued by SEBI in this regard.

This Policy applies to disclosure of events or information which are material to the Company.

This revised policy will be effective from 26th July 2023.

2. TITLE

This Policy shall be called ‘Policy for determination of materiality for disclosure of events or information’.

3. AUTHORITY

The Board has constituted a Disclosure Committee comprising of Mr. Rohit Anand - Chief Financial Officer, Mr. Vineet Vij – Group General Counsel, Mr. Anil Khatri - Company Secretary and Compliance Officer and Mr. S. Raji Reddy – Assistant Vice President - Secretarial, of the Company (hereinafter referred to as Disclosure Committee”). Mr. Rohit Anand, Chief Financial Officer shall be the Chairman of the Committee.

4. DECISION MAKING OF THE DISCLOSURE COMMITTEE

The Disclosure Committee members may meet physically or may interact through video conference or other audio-visual means or any other means as the members of the Committee may deem fit.

5. ROLES AND RESPONSIBILITIES

The Roles and Responsibilities of the Committee shall include the following:

1. To ensure compliance with the disclosure requirements under Regulation 30 of the Regulations read with the circular issued in this regard;
2. To take a view on the materiality of an event or on the price sensitivity of an event that qualifies for disclosure under Regulation 30 of the Regulations;
3. To determine the appropriate time at which the disclosures are to be made to the stock exchanges which shall be in adherence to the requirements of Regulation 30 of the Regulation;
4. To review and finalise the details to be disclosed. The contents of the disclosure shall be in line with the requirement of the Regulations and circulars issued in this regard, and as may be amended from time to time.
5. To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in any Annexures and determine the materiality, appropriate time and contents of disclosure for such matter;

6. To review the information in respect of the aforesaid specified events on periodical basis, as may be necessary and inform the stock exchanges if there is a change in information after it has been disclosed to stock exchanges (including withdrawal / cancellation of event).
7. To make necessary amendment(s) to the Policy as may be required from time to time.

6. MATERIALITY CRITERIA OF THE EVENT OR INFORMATION

Materiality criteria shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information mentioned at Annexure B. In order to enable determining whether a particular event/information is material in nature, the Committee shall consider the following criteria in accordance with the Regulations:

1. The omission of an event or information, which is likely to result in:
 - a) discontinuity or alteration of event or information already available publicly; or
 - b) significant market reaction if the said omission came to light at a later date;
 - c) 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 listed entity;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, 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 listed entity
2. In case where the criteria specified in clauses a) b) and c) are not applicable, an event/ information may be treated as deemed material, if in the opinion of the Board of Directors, the event/ information is considered material.

In respect of events or information pertaining to subsidiaries, the Disclosure Committee may consider the criteria mentioned in clause 1 above and the indicative guidelines prescribed by the Securities and Exchange Board of India, for determining materiality of such events or information vis-à-vis the Company.

7. TIMEFRAME FOR DISCLOSURE

In accordance with the Regulations, disclosures as specified in Part A of Schedule III thereof shall be made to the Stock Exchanges 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.
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity.
- (iii) Twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay

8. DISCLOSURE ON WEBSITE

All events or information disclosed to the Stock Exchanges under Regulation 30 of the Regulations shall be hosted on the website of the Company for a minimum period of 5 years.

9. AMENDMENTS

The Disclosure Committee is authorised to amend this Policy as may be required from time to time, subject to applicable laws.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Regulations / Companies Act, 2013 or any other statutory enactments, shall prevail over this Policy.

11. DISSEMINATION OF POLICY

This Policy shall be hosted on the intra-net and website of the Company.

Annexure A
DEEMED MATERIAL EVENTS WHICH SHALL BE DISCLOSED WITHOUT APPLICATION OF THE
“MATERIALITY CRITERIA”

Sr. No.	Events/Information	Details of Events that need to be provided
1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company or sale of stake in associate company of the Company or any other restructuring.</p> <p>Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:</p> <p>i) acquiring control, whether directly or indirectly; or,</p> <p>ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether existing or to be incorporated, directly or indirectly, such that –</p> <p>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, or;</p>	<p>Acquisition (including agreement to acquire):</p> <p>a) name of the target entity, details in brief such as size, turnover etc.;</p> <p>b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms-length”;</p> <p>c) industry to which the entity being acquired belongs;</p> <p>d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);</p> <p>e) brief details of any governmental or regulatory approvals required for the acquisition;</p> <p>f) indicative time period for completion of the acquisition;</p> <p>g) Consideration - whether cash consideration or share swap or any other form and details of the same;</p> <p>h) cost of acquisition or the price at which the shares are acquired;</p> <p>i) percentage of shareholding / control acquired and / or number of shares acquired;</p>

<p>b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company, or;</p> <p>d) 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.</p> <p>Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-</p> <p>(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 listed entity; or</p> <p>(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.</p> <p>Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the</p>	<p>j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</p> <p>Amalgamation/ Merger:</p> <p>a) name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.;</p> <p>b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms-length”;</p> <p>c) area of business of the entity(ies);</p> <p>d) rationale for amalgamation/ merger;</p> <p>e) in case of cash consideration – amount or otherwise share exchange ratio;</p> <p>f) brief details of change in shareholding pattern (if any) of Company.</p> <p>Demerger:</p> <p>a) brief details of the division(s) to be demerged;</p> <p>b) turnover of the demerged division and as percentage to the total turnover of the Company in the immediately preceding financial year / based on financials of the last financial year;</p> <p>c) rationale for demerger;</p> <p>d) brief details of change in shareholding pattern (if any) of all entities;</p> <p>e) in case of cash consideration – amount or otherwise share exchange ratio;</p>
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	<p>undertaking” shall have the same meaning as given under Section 180 of the Companies Act, 2013.</p>	<p>f) whether listing would be sought for the resulting entity.</p> <p>Sale or disposal of unit(s) or division(s) whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in the associate company of the Company:</p> <p>a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the Company during the last financial year;</p> <p>b) date on which the agreement for sale has been entered into;</p> <p>c) the expected date of completion of sale/disposal;</p> <p>d) consideration received from such sale/disposal;</p> <p>e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group /group companies. If yes, details thereof;</p> <p>f) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;</p> <p>g) whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.</p> <p>h) Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the Company with respect to such slump sale.</p> <p>For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lumpsum consideration, without values being assigned to the individual assets and liabilities in such sales.</p>
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		<p>Other Restructuring:</p> <ul style="list-style-type: none"> a. details and reasons for restructuring; b. quantitative and/ or qualitative effect of restructuring; c. details of benefit, if any, to the promoter/promoter group/ group companies from such proposed restructuring; d. brief details of change in shareholding pattern (if any) of all entities
<p>2.</p>	<p>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.</p>	<p>Issuance of securities:</p> <ul style="list-style-type: none"> a. type of securities proposed to be issued (viz. equity shares, convertibles etc.); b. type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.); c. total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately); d. in case of preferential issue, the Company shall disclose the following additional details to the stock exchange(s): <ul style="list-style-type: none"> i. names of the investors; ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument; e. in case of bonus issue the Company shall disclose the following additional details to the stock exchange(s):

		<ul style="list-style-type: none"> i. whether bonus is out of free reserves created out of profits or share premium account; ii. bonus ratio; iii. details of share capital - pre and post bonus issue; iv. free reserves and/ or share premium required for implementing the bonus issue; v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available; vi. whether the aforesaid figures are audited; vii. estimated date by which such bonus shares would be credited/dispatched; <p>f. in case of issuance of depository receipts (ADR/GDR) or FCCB the Company shall disclose following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed; ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs; iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB’s; iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate); v. change in terms of FCCBs, if any; vi. details of defaults, if any, by the Company in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);
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		<p>g. in case of issuance of debt securities or other non-convertible securities the Company shall disclose following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. size of the issue; ii. whether proposed to be listed? If yes, name of the stock exchange(s); iii. tenure of the instrument - date of allotment and date of maturity; iv. coupon/interest offered, schedule of payment of coupon/interest and principal; v. charge/security, if any, created over the assets; vi. special right/interest/privileges attached to the instrument and changes thereof; vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal; viii. details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any; ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures; <p>any cancellation or termination of proposal for issuance of securities including reasons thereof.</p>
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		<p>Split/consolidation of shares:</p> <ul style="list-style-type: none">a. split/consolidation ratio;b. rationale behind the split/consolidation;c. pre and post share capital – authorized, paid-up and subscribed;d. expected time of completion;e. class of shares which are consolidated or subdivided;f. number of shares of each class pre and post-split or consolidation;g. number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding. <p>Buy back of securities:</p> <ul style="list-style-type: none">a. number of securities proposed for buyback;b. number of securities proposed for buyback as a percentage of existing paid up capital;c. buyback price;d. actual securities in number and percentage of existing paid-up capital bought back;e. pre and post shareholding pattern. <p>Any restriction on transferability of securities:</p> <ul style="list-style-type: none">a. authority issuing attachment or prohibitory orders;b. brief details and reasons for attachment or prohibitory orders;c. name of registered holders against whom restriction on transferability has been placed;
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		<p>d. total number of securities so affected; e. distinctive numbers of such securities if applicable; f. period for which order would be applicable (if stated).</p> <p>Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:</p> <p>a. forfeiture of shares; b. 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; c. proposal to issue any class of securities; d. alterations of capital, including calls; e. change in the terms regarding redemption /cancellation/ retirement in whole or in part of any securities issued by the Company.</p>
<p>3.</p>	<p>New Rating(s) or Revision in Rating(s)</p>	<p>The details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the Company or to any fixed deposit programme or to any scheme or proposal of the Company involving mobilization of funds whether in India or abroad.</p> <p>In case of a downward revision in ratings, the Company shall also intimate the reasons provided by the rating agency for such downward revision.</p>

		<p>The above requirement to disclose rating shall also be applicable to the following:</p> <p>a) Revision in rating even if it was not requested for by the listed entity or the request was later withdrawn by the listed entity. b) Revision in rating outlook even without revision in rating score. c) ESG ratings by registered ESG Rating Providers.</p>
<p>4.</p>	<p>Outcome of Meetings of the board of directors:</p> <p>The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <p>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;</p>	<p>The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.</p>

	<p>g. short particulars of any other alterations of capital, including calls; h. financial results; i. decision on voluntary delisting by the Company from stock exchange(s);</p> <p>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.</p>	
<p>5.</p>	<p>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.</p>	<p>a. name(s) of parties with whom the agreement is entered; b. purpose of entering into the agreement; c. shareholding, if any, in the entity with whom the agreement is executed; d. significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.; e. whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship; f. whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; g. in case of issuance of shares to the parties, details of issue price, class of shares issued; h. any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Company, potential conflict of interest arising out of such agreements, etc;</p>

		<p>i. in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s):</p> <ol style="list-style-type: none"> 1) name of parties to the agreement; 2) nature of the agreement; 3) date of execution of the agreement; 4) details of amendment and impact thereof or reasons of termination and impact thereof.
<p>5A</p>	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity 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 listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p>	<p>a) if the listed entity is a party to the agreement,</p> <ol style="list-style-type: none"> i. details of the counterparties (including name and relationship with the listed entity); b) if listed entity is not a party to the agreement, <ol style="list-style-type: none"> i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement. c) purpose of entering into the agreement; d) shareholding, if any, in the entity with whom the agreement is executed; e) significant terms of the agreement (in brief); f) extent and the nature of impact on management or control of the listed entity; g) details and quantification of the restriction or liability imposed upon the listed entity;

	<p>Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner</p>	<p>h) whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship; i) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; j) in case of issuance of shares to the parties, details of issue price, class of shares issued; k) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;; l) in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <p>i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).</p>
<p>6.</p>	<p>Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:</p> <p>For the purpose of this sub-paragraph:</p>	<p>At the time of unearthing of fraud or occurrence of the default / arrest:</p> <p>a. nature of fraud/default/arrest; b. estimated impact on the Company; c. time of occurrence; d. person(s) involved;</p>

	<p>(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.</p> <p>(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.</p> <p>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.</p> <p>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.</p>	<p>e. estimated amount involved (if any); f. whether such fraud/default/arrest has been reported to appropriate authorities.</p> <p>Subsequently intimate the stock exchange(s) further details regarding the fraud /default/arrest including:</p> <p>a. actual amount involved in the fraud /default (if any); b. actual impact of such fraud /default on the Company and its financials; and c. corrective measures taken by the Company on account of such fraud/default.</p>
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.	<p>a. reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; b. date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment; c. brief profile (in case of appointment);</p>

		d. disclosure of relationships between directors (in case of appointment of a director).
7A	In case of resignation of the auditor of the Company, detailed reasons for the resignation of auditor, as given by said auditor, shall be disclosed by the Company to the Stock Exchange as soon as possible but not later than 24 hours of receipt of such reasons from auditor.	-
7B	<p>Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:</p> <p>(i) The letter of resignation along with detailed reasons for the resignation as given by the said director.</p> <p>(ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.</p> <p>. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.</p> <p>. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the</p>	

	disclosures as specified in sub-clause (i) and (ii) above.	
7C	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 listed entities within seven days from the date that such resignation comes into effect.	-
7D	In case the Managing Director or Chief Executive Officer of the listed entity 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).	-
8.	Appointment or discontinuation of share transfer agent.	a. reason for appointment or discontinuation; b. date on which above would become effective.
9.	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.	
10.	One-time settlement (OTS) with a bank.	a) reasons for opting for OTS; b) brief summary of the OTS
11.	Winding-up petition filed by any party / Creditors.	a) reasons for such petition; b) impact of such petition on Company.
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.	a) date of notice/call letters/resolutions etc.; b) brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.
13.	Proceedings of Annual and extraordinary general meetings of the Company.	a) date of the meeting; b) brief details of items deliberated and results thereof; c) manner of approval proposed for certain items (e-voting etc.)
14.	Amendments to memorandum and articles of association of listed entity, in brief.	-
15.	a. Schedule of Analyst or institutional investor meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.	-

	<p>Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.</p> <p>b. 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:</p> <p>(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;</p> <p>(ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.</p>	
<p>16.</p>	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <p>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</p> <p>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</p>	

	<p>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</p> <p>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</p> <p>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;</p> <p>f) Appointment/ Replacement of the Resolution Professional;</p> <p>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</p> <p>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;</p> <p>i) Number of resolution plans received by Resolution Professional;</p> <p>j) Filing of resolution plan with the Tribunal;</p> <p>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</p> <p>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:</p>	
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	<p>(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 personnel], 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.</p> <p>m) Any other material information not involving commercial secrets. n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o) Quarterly disclosure of the status of achieving the MPS; p) The details as to the delisting plans, if any approved in the resolution plan.</p>	
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<p>17.</p>	<p>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:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.</p>	
<p>18.</p>	<p>Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>	-
<p>19.</p>	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against</p>	-

	<p>the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <p>(a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <p>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 listed entity, quantifiable in monetary terms to the extent possible.</p>	
<p>20.</p>	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p>	<p>-</p>

	<p>(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 the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.</p>	
<p>21.</p>	<p>Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.</p>	<p>-</p>

ANNEXURE B

EVENTS WHICH NEED TO BE DISCLOSED UPON THE APPLICATION OF THE “MATERIALITY CRITERIA”

Sr. No.	Events/Information	Details of Events that need to be provided
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	<p>Since the company is in the services sector, it shall notify the stock exchange(s) regarding the commencement of operations in a new unit/location whether in India or outside India.</p> <p>In cases where the Company has made prior intimation of date of commencement of operations, the Company shall be required to disclose details in case of postponement of the date of commencement.</p>
2.	<p>Any of the following events pertaining to the Company:</p> <p>(a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or</p> <p>(b) adoption of new line(s) of business; or</p> <p>(c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).</p>	<p>Arrangements for strategic, technical, or marketing tie-up:</p> <ol style="list-style-type: none"> i. Agreement / joint venture (JV) with companies; ii. name of the entity(ies) with whom agreement/ JV is signed; iii. area of agreement/JV; iv. domestic/international; v. share exchange ratio / JV ratio; vi. scope of business operation of agreement / JV; vii. details of consideration paid / received in agreement / JV; viii. significant terms and conditions of agreement / JV in brief; <p>whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p>

		<p>ix. size of the entity(ies);</p> <p>x. rationale and benefit expected.</p> <p>b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal</p> <p>Adoption of new line(s) of business:</p> <p>a) industry or area to which the new line of business belongs to;</p> <p>b) expected benefits;</p> <p>c) estimated amount to be invested.</p> <p>Closure of operations of any unit/division - (entirety or piecemeal):</p> <p>a) date of such binding agreement, if any, entered for sale of such unit/division, if any;</p> <p>b) amount & percentage of turnover or revenue or income and net worth of the Company contributed by such unit or division during the last financial year;</p> <p>c) date of closure or estimated time of closure;</p> <p>d) reasons for closure.</p>
3.	Capacity addition or product launch	Since the company is in service sector, this may not be applicable.
4.	Awarding, bagging/ receiving, amendment or termination of awarded /bagged orders /contracts not in the normal course of business	<p>Awarding of order(s)/contract(s)</p> <p>Only important terms and conditions which may be as under needs to be disclosed:</p> <p>a. name of the entity to which order(s)/contract(s) is awarded;</p>

		<ul style="list-style-type: none"> b. whether order(s) / contract(s) is awarded to domestic/ international entity c. significant terms and conditions of order(s) /contract(s) awarded, in brief; d. time period, if any, associated with the order(s) /contract(s); e. broad commercial consideration or size of the order(s)/ contract(s); f. whether the promoter/ promoter group/group companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof; g. whether the same would fall within related party transactions? If yes, whether the same is done at “arms’ length” <p>Bagging/Receiving of orders/contracts:</p> <p>Only important terms and conditions which may be as under needs to be disclosed subject to the restrictive covenants in the Service Agreement with the Customers:</p> <ul style="list-style-type: none"> a) name of the entity awarding the order(s) /contract(s); b) significant terms and conditions of order(s) /contract(s) awarded in brief; c) whether order(s) / contract(s) have been awarded by domestic/ international entity; d) nature of order(s) / contract(s); e) whether domestic or international; f) time period by which the order(s)/contract(s) is to be executed; g) broad consideration or size of the order(s) / contract(s); h) whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/ contract(s)? If yes, nature of interest and details thereof; i) whether the order(s)/contract(s) would fall within related party transactions? yes, whether the same is done at “arm’s-length”. “arms-length”.
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		<p>Amendment or termination of orders/contracts:</p> <p>j) a) name of parties to the order(s)/contract(s); b) nature of the order(s)/contract(s); c) date of execution of the order(s)/contract(s) d) details of amendment or reasons for terminations and impact thereof (to the extent possible);</p>
<p>5.</p>	<p>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.</p>	<p>Only important terms and conditions which may be as under needs to be disclosed:</p> <p>a) name(s) of parties with whom the agreement is entered; b) purpose of entering into the agreement; c) size of agreement; d) shareholding, if any, in the entity with whom the agreement is executed; e) significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.; f) whether, the said parties are related to promoter / promoter group/ group companies in any manner. If yes, nature of relationship; g) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; h) in case of issuance of shares to the parties, details of issue price, class of shares issued; i) in case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis; j) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Company, potential conflict of interest arising out of such agreements, etc;</p>

		<p>k) in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s):</p> <ol style="list-style-type: none"> i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.
6.	<p>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.</p>	<p>Generally, strikes and lockouts are not applicable for the IT services providers like TechM.</p> <p>At the time of occurrence:</p> <ol style="list-style-type: none"> a) expected quantum of loss/damage caused; b) whether loss/damage covered by insurance or not including amount; c) estimated impact on the production/operations in case of strikes/lock outs; d) factory/unit where the strike/lock out takes place including reasons for such strike. <p>Regularly, till complete normalcy is restored:</p> <ol style="list-style-type: none"> a) insurance amount claimed and realized by the Company for the loss/damage; b) the actual amount of damage caused due to the natural calamity or other force majeure events; c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.
7.	<p>Effect(s) arising out of change in the regulatory framework applicable to the Company.</p>	-
8.	<p>Pendency of any litigation(s) or dispute(s) or the outcome thereof</p>	<p>The Company shall notify the stock exchange(s) upon it or its key management personnel or its senior management its promoter or subsidiary becoming party to any litigation,</p>

	<p>which may have an impact on the listed entity.</p>	<p>assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the Company, the outcome of which can reasonably be expected to have an impact in case the amount involved in ongoing litigations or disputes with an opposing party become material on a cumulative basis, then the same shall also be required to be disclosed to the stock exchange(s)..</p> <p>At the time of becoming the party:</p> <p>a) brief details of litigation viz. name(s) of the opposing party, court/tribunal/agency where litigation is filed, brief details of dispute/litigation; b) expected financial implications, if any, due to compensation, penalty etc; c) quantum of claims, if any;</p> <p>Regularly till the litigation is concluded or dispute is resolved:</p> <p>a) the details of any change in the status and / or any development in relation to such proceedings; b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and / or any development in relation to such proceedings; in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/ penalty paid (if any) and impact of such settlement on the financial position of the Company.</p>
<p>9.</p>	<p>Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.</p>	<p>At the time of unearthing of fraud or occurrence of the default/arrest:</p> <p>a) nature of fraud/default/arrest; b) estimated impact on the Company; c) time of occurrence;</p>

		<p>d) person(s) involved; e) estimated amount involved (if any); f) whether such fraud has been reported to appropriate authorities.</p> <p>Subsequently intimate the stock exchange(s) further details regarding the fraud/default including:</p> <p>a) actual amount involved in the fraud /default (if any); b) actual impact of such fraud /default on the Company and its financials; c) corrective measures taken by the Company on account of such fraud/default.</p>
<p>10.</p>	<p>Options to purchase securities including any ESOP/ESPS Scheme.</p>	<p>Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options:</p> <p>a. brief details of options granted; b) whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable); c) total number of shares covered by these options; d) pricing formula; e) options vested; f) time within which option may be exercised; g) options exercised; h) money realized by exercise of options; i) the total number of shares arising as a result of exercise of option; j) options lapsed; k) variation of terms of options; l) brief details of significant terms; m) subsequent changes or cancellation or exercise of such options; n) diluted earnings per share pursuant to issue of equity shares on exercise of options.</p>

<p>11.</p>	<p>Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.</p>	<p>a) name of party for which such guarantees or indemnity or surety was given; b) whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”; c) brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee; d) impact of such guarantees or indemnity or surety on the Company.</p> <p>The above details for giving of guarantees or indemnity or becoming a surety, by whatever name called, including comfort letter, side letter, etc., shall also be required to be disclosed in case the amount involved in terms of outstanding guarantees, indemnity or surety for a third party become material on a cumulative basis.</p>
<p>12.</p>	<p>Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.</p>	<p>a) name of the regulatory or licensing authority; b) brief details of the approval/license obtained/ withdrawn/ surrendered; c) impact/relevance of such approval/license to the Company; d) withdrawal/cancellation or suspension of licence/approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the Company and penalty, if any; e) period for which such approval/license is/was valid; f) Subsequently, the Company shall inform the stock exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken by the Company pursuant to the withdrawal, cancellation or suspension of the key license/ approval.</p>
<p>13.</p>	<p>Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.</p>	<p>Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority:</p> <p>a) name of the authority; b) details of fines, penalties, dues, etc. including amount;</p>



		<p>c) due date of payment; d) reasons for delay or default in payment; e) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible. In addition to the above, details of payment including date of payment and amount paid shall be disclosed upon payment of the fines, penalties, dues, etc.</p>
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ANNEXURE C

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 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.