

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 is framed in terms of Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Regulations'), as amended from time to time.

The Policy applies in respect of disclosure of material events and information to the Stock Exchanges, as set out in the Regulations.

1. DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

In terms of the Regulations, the Company is required to make disclosure of events or information, which are material or may have material impact on the Company, to the Stock Exchanges.

Events or information which are specified under the Regulations for disclosure to the Stock Exchanges are divided broadly into the following categories:

- a) Events or information specified in Para A of Part A of Schedule III of the Regulations will be deemed to be material and disclosed to the Stock Exchanges without any application of guidelines for assessing materiality.
- b) Events or information specified in Para B of Part A of Schedule III of the Regulations will be disclosed to the Stock Exchanges upon application of the guidelines for assessing materiality referred to in Clause (2) of the Policy.

In addition to the above, the Company is required to make disclosure of the following events or information in terms of Schedule III of the Regulations:

- i. major developments that are likely to affect business e.g., emergence of new technologies, expiry of patents, etc;
- ii. any change in accounting policies that may have a significant impact on the accounts of the Company and brief details thereof;
- iii. any other information which is exclusively known to the Company which may be necessary to enable the shareholders of the Company to appraise its position and to avoid the establishment of a false market in such shares.

For determination of materiality of any event or information under the Policy, only such impact which is direct and perceivable, and not remote, shall be considered.

2. GUIDELINES FOR ASSESSING MATERIALITY OF EVENTS AND INFORMATION

The Company shall consider the following criteria for determination of materiality of events or information, or such other criteria as may be prescribed under the Regulations from time to time:

- a) An event or information, whose value or expected impact in terms of value, exceeds the lower of the following:
 - i. 2% of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. 2% of net worth, as per the last audited consolidated financial statements of the Company; or
 - iii. 5% of the average of absolute value of profit or loss after tax, as per the last three years audited consolidated financial statements of the Company.

Accordingly, value of any event or information exceeding the lower of (i), (ii) or (iii) as above, will be considered for assessing materiality for events or information.

- b) An event or information, which, if not disclosed, is likely to result in:
 - i. discontinuity or alteration of an event or information already available in public domain; or
 - ii. significant market reaction if the said omission came to light at a later date;

Notwithstanding anything contained above, an event or information will be disclosed to the Stock Exchanges, if in the opinion of the Board of Directors of the Company (hereinafter referred to as 'the Board'), the event or information is considered material.

3. TIMELINES AND OCCURRENCE OF EVENT / INFORMATION

The Company will disclose material events or information to the Stock Exchanges, upon occurrence of the event and / or availability of information, as soon as reasonably possible but not later than thirty minutes from the closure of the Board meeting (if the decision pertaining to the event or information is taken in the Board meeting) or twelve hours / twenty four hours from the occurrence of the event or information as prescribed under the Regulations.

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

The timing of occurrence of an event and / or availability of information would be decided on the basis of facts and circumstances prevailing at that time, as per the following guidance:

- a) In the matters involving negotiation, discussion or approval etc., the events or information can be said to have occurred upon receipt of approval by the Board and / or the shareholders, as the case may be.

If in-principle approval or approval to explore (which is not final approval) is given by the Board, disclosure to the Stock Exchanges will not be required under the Policy.

- b) In other matters, where such negotiation, discussion or approval etc. are not involved (such as natural calamities, strike, lock-out, etc.), the events or information can be said to have occurred, when the Authorised Person, referred to in Clause (4) of the Policy, becomes aware / or is made aware of such event or information.

4. AUTHORISED PERSON

One of the Executive Directors, the Director-in-charge of Finance/ Chief Financial Officer, the Company Secretary and the General Counsel, are authorised, any two of them jointly, one of whom shall be an Executive Director, (hereinafter referred to as 'Authorised Person') to determine materiality of any event or information in terms of the Policy for the purpose of making appropriate disclosures to the Stock Exchanges, and related matters.

If any Director or employee of the Company or its subsidiary becomes aware of any activity / action that leads or may lead to occurrence of any material event or information, such Director or employee should report such potential material event or information to the Authorised Person, thereby enabling them to determine materiality of the said event or information for disclosing to the Stock Exchanges.

All shareholders, related parties, Directors, Key Managerial Personnel and employees of the Company or of its subsidiary or associate company, who are parties to the agreements specified in Clause 5A of Para A of Part A of Schedule III of the Regulations, shall inform the Authorised Person about the agreement to which such Company is not a party, within two working days of entering into such agreement.

On receipt of communication of any potential material event or information, the Authorised Person shall –

- a) review the event or information and take necessary steps to verify the occurrence of such event or information; and
- b) assess whether the event or information is material in terms of the Policy and requires disclosure to the Stock Exchanges.

The contact details of the Authorised Person will be separately disclosed to the Stock Exchanges and uploaded on the Company's corporate website www.itcportal.com .

5. GENERAL

- a) The Company will disclose, with respect to its subsidiaries also, all such events or information which are material or may have a material impact on the Company in terms of the guidelines for assessing materiality referred to in Clause (2) of the Policy.
- b) Where the Company makes disclosures to the Stock Exchanges under the Policy, the Company shall also make disclosures updating material developments, till the event is resolved or closed.

- c) In case an event or information is required to be disclosed by the Company in terms of the Policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company will also disclose to the Stock Exchanges such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- d) The Policy will be posted on the Company's corporate website www.itcportal.com. All the material events and information disclosed to the Stock Exchanges in terms of the Policy will also remain posted on the website for a minimum period of five years from the date of such posting, after which the same will be deleted / removed from the website.

6. AMENDMENT AND REVIEW

In the event of any inconsistency between the Policy and the applicable laws, the applicable laws will prevail. Any amendments, clarifications, circulars etc. issued by the relevant authorities, not being consistent with the terms of the Policy, shall be deemed to have been incorporated in the Policy.

The Policy will be reviewed and / or modified by the Board as and when deemed necessary.

This Policy was approved by the Board on 27th November, 2015 and last amended on 14th August, 2023.