

TCPL Packaging Limited

CIN:- L22210MH1987PLC044505

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Policy for Determination of Materiality

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i) Objective :-

The objective of the Policy is to ensure timely and adequate disclosure of material events or information under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, by TCPL Packaging Limited ("the Company").

ii) Policy

The KMP's i.e. Executive Directors, Chief Financial Officer and Company Secretary of the Company, shall be the authority to determine the materiality of any information i.e. the event that qualifies for disclosure as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended from time to time, classify it as a Material Information, decide the appropriate time at which disclosure is to be filed with the stock exchanges and details that may be filed in the best interest of present and potential investors. In deciding the materiality the following factors would be considered

- (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) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

All such disclosures shall be signed by the aforesaid KMP's of the Company.

Provided that any confidential information which if disclosed, is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

The Company would also consider

- Whether there would any direct or indirect impact on the reputation of the Company;
- Whether non-disclosure can lead to creation of false market in the securities of the Company;
- Whether there would be a significant impact on the operations or performance of the Company.

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

iii) Scope:-

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to a Company and which, if published is likely to materially affect the price of shares of the Company.

The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose to the stock exchanges where securities of the Company are listed.

- A. Deemed Material Events: Events or information provided under Para A of Part A of Schedule III of the LODR Regulations shall be disclosed by the Company without any application of the guidelines for materiality.
- B. Materiality Guidelines-Based Events: Events or information provided under Para B of Part A of Schedule III of the LODR Regulations shall be disclosed based on the guidelines for determining materiality of events or information as per Para iv below.
- 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.
- D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

For events/information with respect to any Subsidiary of the Company, an event/ information would be considered material if the impact of the event/ information would exceed 10% of the Consolidated Turnover as per last Audited Financial Statements of the Company as .

iv) Guidelines for Assessing Materiality

The Company shall disclose events on a case- to- case basis depending on the facts and the circumstances pertaining to the event or information, as specified in below: The following criteria will be applicable for determination of materiality of event or information:-

- a) The omission of an event or information which is likely to result in a discontinuity or alteration of an event already available publicly; or
- b) The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the Company;
 - 2% 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;
 - 5% 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) The Company shall disclose events specified in Para B of Part A of Schedule III of the LODR Regulations, based on the thresholds prescribed through Industry Standards or any other circular(s), FAQ(s) issued by SEBI or Stock Exchanges from time to time.

In case where the criteria specified in (a), (b) and (c) above, 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 for disclosure.

Prompt Disclosure of Material event and Price Sensitive Information :-

Information of material events and Price sensitive information shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis, so that present and potential investors are able to take informed decision with respect to their investment in the Company. Further that disclosure with respect to events for which timelines have been specified in Regulation 30 of the LODR Regulations shall be made within such timelines.

v) Posting of information on website:-

Such aforesaid information shall also be posted on the website of the Company www.tcpl.in.

Any amendments to the Listing Regulations and Industry Standards shall mutatis mutandis be deemed to have been incorporated in this Policy.