



TRESCON LIMITED

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Policy approved by	:	Board of Directors of Trescon Limited
Date(s) of Subsequent Modification(s) prior to the Current Version	:	February 12, 2022
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INTRODUCTION:

Regulations 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires the Board of Directors of listed companies to frame a policy for determination of materiality of events, based on the criteria specified in Regulations (i) of sub-regulation (4) of Regulation 30 of the said Regulations.

Therefore, to ensure compliance with the aforesaid Regulations, the Board of Directors of Trescon Limited has framed the Policy for determination of materiality of events.

DEFINITIONS:

“Company” means Trescon Limited

“Board of Directors” or **“Board”** means the Board of Directors of Trescon Limited as constituted/re-constituted from time to time.

“Key Managerial Personnel” mean key managerial personnel as defined in sub- section (51) of section 2 of the Companies Act, 2013;

“Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Policy” means Policy for Determination of Materiality of Events.

“Stock Exchanges” means the stock exchanges where the Company’s shares are listed.

“SEBI” means Securities & Exchange Board of India.

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

OBJECT:

The objective of this Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in accordance with provisions of the Regulations and to provide an overall governance framework for such determination of materiality.

DISCLOSURE OF EVENTS OR INFORMATION:

- a) Events/ information specified in Para A of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges, without application of the materiality criteria as specified in this Policy.
- b) Events/ information specified in Para B of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges based on application of the materiality criteria, as specified in this Policy.
- c) Events/ information specified in Para C of Part A of Schedule III of Listing Regulations viz. major development that is likely to affect business.

- d) Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by SEBI from time to time.

CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

The Company shall determine an event or information specified in Para B of Part A of Schedule III of the Listing Regulations to be material, if:

1. The omission of an event or information:
 - a) which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b) which is likely to result in significant stock market reaction if the said omission came to light at a later date; or
 - c) whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. two percent (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;
 - iii. five percent (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;
2. In case where the criteria specified in sub-sections (a), (b) and (c) is 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.

TIMELINES FOR DISCLOSURE:

The Company shall first disclose to the Stock Exchanges all events/ information which are material in terms of the provisions of this Policy and Regulation 30 of the Listing Regulations, as soon as reasonably possible and in any case not later than:

- a) 30 (thirty) minutes from closure of the Board meeting in which the decision pertaining to the event/ information has been taken;
- b) 12 (twelve) hours from occurrence of event/ information, where the event/ information is emanating from within the Company;
- c) 24 (twenty four) hours from occurrence of event/ information, where the event/ information is not emanating from within the Company.

Disclosures with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

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In case disclosure is made after timelines specified under Regulation 30 of the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

AUTHORISED PERSONS TO ASSESS THE MATERIALITY OF EVENTS:

The Key Managerial Personnel (Company Secretary / Chief Financial Officer/ Managing Director/ Executive Directors / CEO) are severally authorized to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

The contact details of all the Key Managerial Personnel (KMP) shall be placed on the Company's website and any change in the same shall be disclosed to the stock exchanges.

POLICY REVIEW:

The Authorized Person may review the Policy from time to time. Material Changes to the Policy will need the approval of the Board of Directors. Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

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

WEBSITE:

As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchanges under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company.

AMENDMENTS:

The Board of Directors can amend this policy, as and when deemed fit.

In case of any amendments(s), clarification(s), circulars(s) etc, issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circulars(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarifications(s), circular(s) etc.
