



**TRANSCHEM
LIMITED**

TRANSCHEM LIMITED

**POLICY ON DETERMINATION
AND DISCLOSURE OF
MATERIALITY OF EVENTS**

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POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS

1. BACKGROUND AND APPLICABILITY OF THE POLICY

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.

Accordingly, the Company herein sets out a Policy for Determination of Materiality of Events, Information and Disclosure (hereinafter referred to the "Policy").

In terms of Regulation 30 of the said Regulations as amended from time to time, the events requiring disclosure by the Companies, are provided as follows:

- a. Events specified in Para A of Part A of Schedule III of the Regulations shall be deemed to be material and the Company is required to make disclosure of the same.
- b. Events specified in Para B of Part A of Schedule III of the Regulations shall be disclosed by the Company based on the criteria for determining materiality of events or information as defined below.

This Policy shall also apply to the events which are not reflected in Para A or Para B of Part A of Schedule III but may have a material effect on the Company.

2. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the following criteria for determination of materiality of events/ information:

- 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; 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:
 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;



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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
- d) In case where the criteria specified in sub-clauses (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.

GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION

The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.

In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.

In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

3. IMPLEMENTATION

To give effect to the requirements under the Regulations, the Board has authorized the Whole time Director, Chief Financial Officer and the Company Secretary (referred as “Key Managerial Personnel”) of the Company to determine the materiality of an event / information and disclose the same to the stock exchanges

4. DISCLOSURE

Disclosure of events relating to “Outcome of meetings of the Board of Directors” shall be made within thirty minutes of the closure of the Board Meeting at which such events were considered or discussed. The intimation of outcome of meeting of the Board of Director shall also contain the time of commencement and conclusion of the Meeting.

All Events or Information which are Material in terms of the Policy and SEBI Listing Regulations 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting;

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes;

- (ii) Twelve hours from the occurrence of the Event or Information, in case the Event or

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Information is emanating from within the Company;

- (iii) Twenty-four hours from the occurrence of the Event or Information in case the Event or Information is not emanating from within the Company;
- (iv) Seventy-Two hours of receipt of the notice by the Company, if any litigation or dispute is instituted against the Company (other than tax litigation or dispute) in terms of sub-para 8 of Para 'B' of Part 'A' of Schedule III. This is applicable only when the Structured Digital Database is maintained under SEBI (Prohibition of Insider Trading) Regulations, 2015;

5. WEBSITE DISCLOSURES AND ARCHIVAL

The Company shall within two working days disclose on its website all such events/information which has been disseminated to the Stock Exchanges 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 / process followed by the Company.

6. AMENDMENTS

- a) This Policy is framed based on the provisions of the Applicable Laws.
- b) In case of any subsequent changes in the provisions of the Applicable Laws which makes any of the provisions in the Policy inconsistent with such provision of the Applicable Laws, then such provisions of the Applicable Laws would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with Applicable Laws.
- c) This Policy shall be reviewed by the Board, as required from time to time. Any changes or modification to the Policy shall be approved by the Board.
