



Tirupati Starch & Chemicals Limited

Regd. Office: Shree Ram Chambers, 1st Floor, 12 Agrawal Nagar, Main Road, Indore (M.P.) 452001

Phones: 0731-4905001, 4905002, E-mail : tirupati@tirupatistarch.com

Works: Village-sejwaya, Ghata Billod, Dist. Dhar (M.P.)

POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

PREAMBLE:

In terms of Regulation 30(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("*LODR Regulations*"), every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, are material.

Regulation 30(4)(ii) of SEBI LODR Regulations requires framing of a policy for determination of materiality, based on criteria as laid in the Regulations, duly approved by its Board of Directors, which is disclosed on its website.

This policy is framed/amended pursuant to the provisions of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which governs the disclosure of material events and information by listed entities.

The Board of Directors of the Company originally adopted this Policy titled "*Policy On Determination of Materiality of Events*" pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy has been updated to incorporate the amendments introduced from time to time vide SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (collectively, the "*LODR Amendments*"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and The SEBI Master Circular/s issued for chapter-wise framework for compliance with various obligations under the LODR Regulations (together, the "*SEBI Disclosure Circular*").

PURPOSE:

The objective of this Policy is to define the criteria for determining the materiality of events or information relating to the Company and to ensure timely and adequate disclosure of such material events or information in compliance with the LODR Regulations. This Policy also provides a governance framework to guide the Company in assessing materiality and fulfilling its disclosure obligations.



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All provisions of Regulation 30, read with Schedule III of the LODR Regulations, shall be deemed to be incorporated into this Policy by reference.

EVENTS DEEMED TO BE MATERIAL EVENTS:

The Company shall disclose all events specified under **Para-A of Part-A of Schedule-III** of the LODR Regulations, as amended from time to time, without applying the materiality guidelines outlined in sub-regulation (2) of Regulation 30 of the LODR Regulations.

The Company shall ensure that the disclosure of Para-A Events to the Stock Exchanges is made in compliance with the requirements set forth in the SEBI Disclosure Circular.

EVENTS SUBJECT TO GUIDELINES FOR MATERIALITY

The Company shall disclose all material events or information related to itself or its subsidiary(ies) as specified in **Para-B of Part-A of Schedule-III** of the LODR Regulations, subject to the application of the materiality guidelines outlined in the LODR Regulations.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:

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;
- 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 Company;
 - 2) two percent 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; and
 - 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 Company;
- 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:



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Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the Company within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

Provided further that the policy for determination of materiality will assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub-regulation (5), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

DISCLOSURE:

In terms of Regulation 30 of the Listing Regulations, the events requiring disclosure by the Company are provided as follows:

- Events specified in Para A of Part A of Schedule III of the LODR Regulations
- Events specified in Para B of Part A of Schedule III of the LODR Regulations

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

The Company shall, with respect to disclosures referred to in LODR Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

In case an event or information is required to be disclosed by the Company in terms of the provisions of LODR Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

TIME LIMIT FOR DISCLOSURE OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:



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The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation 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 or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) twelve hours from the occurrence of the event or information, in case the event or 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:

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company:

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

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

“Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.”



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All disclosures required under Regulation 30 shall be made by the Company within timelines specified in LODR Regulations and SEBI Disclosure Circular.

AUTHORIZATION OF KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE:

The following Key Managerial Personnel (KMPs) of the Company are authorized by the Board of Directors of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange:

- i. Managing Director
- ii. Chief Financial Officer
- iii. Company Secretary and Compliance Officer

The details of the above KMPs shall be disclosed to the Stock Exchange and also made available on the Company's website.

DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD:

As per the provisions of the LODR 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 exchange(s) under the LODR 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 may, subject to applicable laws, amend or substitute any provision(s) of this Policy, or replace the Policy entirely with a new version. However, no such amendment or modification shall be inconsistent with the applicable provisions of any prevailing law, and this Policy shall not, in any way, dilute the requirements set forth under Regulation 30 read with Schedule III of the LODR Regulations.

This Policy, including its definitions and other provisions, shall automatically stand amended in line with any regulatory amendments, clarifications, or updates to applicable laws, rules, or regulations including LODR Regulations. In the event of any amendments, clarifications, circulars, notifications, or similar communications issued by SEBI or relevant authorities that are inconsistent with this Policy, the provisions of such communications shall prevail over the Policy.



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In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall take precedence. Any provision of this Policy that is inconsistent with the LODR Regulations shall be deemed severed, and the remaining provisions of the Policy shall continue in full force.

REVIEW OF THE POLICY:

The Board of Directors of the Company shall review the policy from time to time basis and as may be required.

Note: This Policy has been reviewed and approved by Board in their meeting held on 29.07.2025.