

TPI INDIA LIMITED

CIN: L28129MH1982PLC026917

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POLICY FOR DETERMINATION OF MATERIALITY & WEB ARCHIVAL

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POLICY FOR DETERMINATION OF MATERIALITY & WEB ARCHIVAL

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Board of Directors of TPI India Limited has adopted the following policy for determination of Materiality of events or information for the purpose of disclosure to the Stock Exchanges and Web Archival Policy (hereinafter referred to the 'Policy').

Definitions:

"Board" means Board of Directors of the Company. "Company" means TPI India Limited.

"Key Managerial Personnel or KMP" means Key Managerial Personnel as defined under the Companies Act, 2013 and includes:

- a) Managing Director or Chief Executive Officer or manager and in their absence, a Whole-time Director
- b) Chief Financial Officer; and
- c) Company Secretary;

"Materiality in relation to an event or information of the Company means: -

- Events specified in Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are deemed to be material events and listed entity shall make disclosure of such events
- Disclosure of events specified in Para B of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), based on application of the guidelines for materiality, as specified in sub-regulation (4) of Regulation 30
- Omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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

—An event/information which in the opinion of the Board is considered material.”

Purpose:

This policy provides guidance to the Board, KMP and Management of TPI India Limited on the assessment of materiality in events / information for the purpose of making a timely and accurate disclosure of all material matters including financial situation, performance, ownership and governance of the Company.

Materiality Assessment:

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;
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;

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 shall make adequate disclosures in regard thereof.

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

In case where the criteria specified in clauses (1), (2) and (3) is not applicable, the Managing Director, Chief Financial Officer and Director-Legal, General Counsel & Company Secretary shall have the authority to assess the materiality of the event in accordance with the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Companies Act, 2013 for the purpose of making disclosure of such event / information to the Stock Exchanges.

Timing of Disclosure:

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;
- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- iii. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Regulations shall be made within such timelines as prescribed thereunder.

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

Equal treatment of Disclosure:

The material events/information shall not be disclosed to selected investors or other interested parties before it is released to the public.

Procedure for Review

The Managing Director and Company Secretary will be responsible for conducting review and making a recommendation to the Board, regarding any changes in the policy.

Contact details of KMPs are as under:

Names & Designations	Contact details
Bharat Chimanlal Parekh Managing Director	Email ID: ir@tpiindia.in Contact No.: 022-40026214/+91 9930088344
Hardik Jain Company Secretary & Compliance Officer	Email ID: ir@tpiindia.in Contact No.: 022-40026214/+91 9930088344

Events / Information with respect to the Subsidiaries:

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

Website Disclosures and Archival:

The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such other period, if the period prescribed shall be more than five years by the aforesaid Regulations and /or the Securities Laws as defined in the aforesaid Regulations.

Disclosure of the Policy:

The Policy as amended from time to time shall be published / posted on the website of the Company i.e. <https://www.tpiindia.in/>

Limitation and Amendment:

In the event of any conflict between the provisions of this Policy and of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any other statutory enactments, rules, the provisions of SEBI Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.