

# **THIRU AROORAN SUGARS LIMITED**

## **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

### **PURPOSE:**

Thiru Arooran Sugars Limited (the Company) stands committed to adherence of disclosure requirements and obligations relating thereto specified by SEBI pursuant to notification dated 2nd September 2015 titled SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board of Directors of the Company believes in total transparency in the matter of disclosures as required under the Listing Regulations including material events as and when they occur.

This policy aims to ensure that all the information which are necessary for the stakeholders to assess the Company's performance including financial matters are disclosed to public adequately and timely. This policy is framed in accordance with the requirements of the Regulation 30 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### **GUIDELINES AND CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION:**

The Company shall consider the events / information as Material for the purpose of disclosure to stock exchanges, if it meets any of the following criteria, in addition to the first three as specified under Regulation 30(4)(i):

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- 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; and
- c) any other event or information which is treated as being material if in the opinion of the Board of Directors of the Company.
- d) the event or information is in any manner a price sensitive information;



- e) The event or information is considered material if the impact of such event/information on the Company exceeds 10% of the gross turnover or 10% of the net worth of the Company whichever is higher based on the latest Audited Financial Statements of the Company.

**AUTHORITY:**

The Chairman and Managing Director and the Chief Financial Officer and Company Secretary of the Company are severally authorised to determine the materiality of an event or information based on criteria mentioned in this Policy and are also authorised to make the necessary disclosures to the Stock Exchanges under Regulation 30 of the Listing Regulations.

The Chairman and Managing Director and the Chief Financial Officer and Company Secretary of the Company are severally authorized (*suo moto* or on request of any stock exchange) to confirm/deny any reported event/ information to the Stock Exchanges.

**AMENDMENT:**

Any amendment/modification in the Listing Regulations and/or other applicable laws in this regard shall become applicable to this Policy and this Policy shall be deemed to have been amended accordingly. The Board of Directors shall have the right to review, withdraw, substitute and/or amend this Policy at any time as it may deem necessary and appropriate. The decision of the Board in this respect shall be final and binding.

**DISCLOSURE OF EVENTS/INFORMATION:**

- a) The Company shall disclose all events or information specified in Para A of Part A of Schedule III of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (*as detailed in ANNEXURE-A*) as soon as reasonably possible not later than 24 hours from the occurrence of the event/information and in accordance with the said Regulations as may be amended from time to time.

*Provided that in the case of events/information specified in S.No.4 in Para A of Part A of Schedule III of of SEBI (Listing*



*obligations and Disclosure Requirements) Regulations, 2015, the Company shall disclose the details of such event/information to stock exchange(s) within 30 minutes from the conclusion of the Board Meeting.*

- b) The Company shall disclose the events specified in Para B of Part A of Schedule III of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 *(as detailed in ANNEXURE-B)* after determining the materiality of events/information by applying the criteria mentioned herein.
- c) The Company shall disclose any other information/event viz. major development which is likely to affect the business of the Company and brief details thereof.
- d) The Company shall disclose any other information which is exclusively known to the Company which may have material effect on it and which may be necessary for the Shareholders to appraise the position of the Company and to avoid the establishment of a false market on the Company's Shares.
- e) Without prejudice to the above, the Company shall disclose such other event/information as may be specified by the Board of Directors from time to time.

**DISCLOSURE ON WEBSITE:**

The Company shall simultaneously disclose on its website ([www.tasugars.in](http://www.tasugars.in)) all such events or information which has been disclosed to the Stock Exchanges under this Policy or under the Listing Regulations. Such disclosures shall remain posted on the website of the company for a minimum period of five years and thereafter as per the archival Policy of the company.



## ANNEXURE A

### Events which shall be disclosed without any application of the guidelines for Materiality:

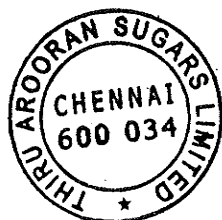
1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

- (i) acquiring control, whether directly or indirectly; or
  - (ii) acquiring or agreeing to acquire shares or voting rights in, a Company, whether directly or indirectly, such that –
    - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said Company, or;
    - (b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said Company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
  3. Revision in credit rating(s);
  4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
    - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
    - b) any cancellation of dividend with reasons thereof;
    - c) the decision on buyback of securities;
    - d) the decision with respect to fund raising proposed to be undertaken
    - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;



- f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - g) short particulars of any other alterations of capital, including calls;
  - h) financial results;
  - i) decision on voluntary delisting by the Company from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company) agreement(s)/ treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;
  6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
  7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
  8. Appointment or discontinuation of share transfer agent;
  9. Corporate debt restructuring;
  10. One-time settlement with a bank;
  11. Reference to BIFR and winding-up petition filed by any party/ creditors;
  12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
  13. Proceedings of Annual and extraordinary general meetings of the Company;
  14. Amendments to memorandum and articles of association of Company, in brief;
  15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



## ANNEXURE B

### **Events which shall be disclosed upon application of the guidelines for materiality referred to in the policy:**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tieup, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
3. Capacity addition or product launch;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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