



TREJHARA SOLUTIONS LIMITED

POLICY FOR DISCLOSURE OF EVENT OR INFORMATION AND DETERMINATION OF MATERIALITY

1. Objective:

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the requirements of the Regulations.

2. Definition

“**Authorized Person**” shall mean person(s) authorized by the Board of the Company to determine materiality and disclosures of said events in accordance with the Listing Regulations;

“**Board of Directors**” or “**Board**” shall mean the Board of Directors of the Company;

“**Company**” shall mean Trejhara Solutions Limited;

“**Compliance Officer**” shall mean the Company Secretary of the Company;

“**Key Managerial Personnel (KMP)**” means

- a. Executive Director(s);
- b. Chief Financial Officer;
- c. Company Secretary;
- d. Such other officer appointed and designated as KMP by the Board in accordance with the Act.

“**Material Event**” or “**Material Information**” shall mean such event or information as set out in the Schedule III of the Regulations or as may be determined in terms of clause V of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“**Net Worth**” shall have the meaning assigned to it in clause (57) Section 2 of the Companies Act, 2013;

“**Policy**” means this Policy for disclosure of material events or information and as may be amended from time to time.

“**Regulations or Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications thereof;

“**Stock Exchange**” means the Stock Exchanges where the Securities of the Company are listed;

“**Subsidiary**” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

“**Turnover**” shall have the meaning assigned to it in clause (91) of Section 2(91) of the Companies Act, 2013;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. Disclosure of events or information

The Company shall make disclosure of any events or information to the stock exchanges on a timely basis as in line with the Clause VIII:

- a) The events as specified in Part (A) of Part A of Schedule III of the Listing Regulations shall be disclosed irrespective of materiality.
- b) The events as specified in Part (B) of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for materiality.
- c) Where any event occurs, or information becomes available to the Company, that is not expressly covered under Paragraph A or B of Part A of Schedule III but may have a material effect on the Company, the Company shall make appropriate and timely disclosures.
- d) The Company shall disclose any other events or information, including major developments that are likely to impact its business. Such events may include, but are not limited to, the emergence of new technologies, expiry of patents, changes in accounting policies with a significant effect on financial statements, and any other information exclusively known to the Company that is necessary to enable security holders to assess its position and to prevent the creation of a false market in its securities.
- e) The Company shall disclose material events or information relating to its subsidiaries that may have a significant impact on the Company.
- f) The Company shall disclose such other events or information that may have a material effect on the Company, as may be determined by the Board of Directors, based on recommendations of the Audit Committee, from time to time.
- g) Such other events or information prescribed by the SEBI or any other authority for disclosure from time to time.

4. Criteria for determination of materiality of events or information & procedure for disclosure thereof

Materiality shall be assessed on a case-to-case basis, having regard to the specific facts and circumstances surrounding the event or information. Such assessment shall, inter alia, take into account information relating to the Company's business, operations, or financial performance, including any price-sensitive information that may materially influence investment decisions of holders of the Company's securities.

In accordance with Regulation 30 of the Listing Regulations, the Company shall consider the following criteria for determining the materiality of an event or information:

- a) Where the omission of such event or information is likely to result in discontinuity or alteration of information that is already available in the public domain;
- b) Where the omission of such event or information is likely to result in a significant market reaction if such omission were to come to light at a later date;
- c) Where the value or the expected impact of such event or information exceeds the lower of the following thresholds:
 - 2% of the turnover, as per the last audited consolidated financial statements of the Company;

- 2% of the net worth, as per the last audited consolidated financial statements of the Company; or
 - 5% of the average of the absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
- d) Any other event or information that, in the opinion of the Board of Directors of the Company, is considered material.

5. Authority to certain Key Managerial Personnel

The Executive Directors, CFO & the Company Secretary of the Company (Authorized Person) shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy. They shall further be authorized to respond to rumors amongst the general public, which has no basis or credentials, in a way which best protects the interest of the Company.

6. Procedure for disclosure

All functional and departmental heads shall promptly identify and escalate any event or information arising within their respective areas that may be of a significant, material, or price-sensitive nature. All such events or information shall be reported without undue delay to the Company Secretary, or, in their absence, to the Chief Financial Officer or the Executive Director(s) authorised under this Policy, to enable a timely assessment of materiality and determination of the requirement for disclosure to the Stock Exchanges.

Based on disclosure received, the Company Secretary then after consulting Authorized Person shall submit the information to the Stock Exchange.

7. Time limit for disclosure of material event/information:

The Company shall first disclose to the Stock Exchange(s) all events or information which are material in terms of the provisions of this Policy and the Regulations, as soon as reasonably possible and in any case not later than the following:

- a) Within 30 minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event/information or outcome of board meeting for matters specified in Schedule III of the Regulations have taken place;

Provided that where meeting of the board of directors closes after normal trading hours of that day but more than 3 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 3 hours from the closure of the board meeting:

- b) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company'

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

8. Amendment

The Board of Directors may amend this Policy, as and when deemed fit.

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

9. Communication of this Policy

The Policy shall come into force with immediate effect. A copy of this Policy shall be circulated to the Board/KMP/SMP/Management and respective functional/departmental heads of Company or its subsidiaries. They are responsible for reporting material events or information or possible material events or information in the area of their operation.

10. Dissemination of Policy and training to Employees

Apart from circulation to Board/KMP/SMP/Management and respective functional/departmental head, this Policy, along with the requirements under Regulation 30, shall be made accessible to all employees through the website of the Company.

This Policy shall be posted on the website of the Company at www.trejhara.com.