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Tube Investments of India Limited

Policy for Determination of Materiality for Disclosure of Information/Events to the Stock Exchanges

1. Preamble

The following Policy approved by the Board of Directors of Tube Investments of India Limited (the "**Company**") provides an overall framework for disclosure of information or events of the Company pursuant to Regulation 30, Regulation 30A and Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"). This Policy is subject to the Board's review and changes, as may be appropriate, in conformity with the requirements of the SEBI LODR Regulations, as amended from time to time.

This policy is effective from 25th March 2025 and shall be applicable for disclosures to be made by the Company effective this date.

2. Objective

The objective of this Policy is to facilitate timely, transparent and adequate disclosure of material information or events which are unpublished and price sensitive, have a bearing on performance or operations of the Company or may result in a significant market reaction in the price of securities of the Company if the omission comes to light at a later date. This policy is based on the principles governing the disclosures and to facilitate uniform approach in complying with the obligations in respect of disclosures under Regulation 30 as stated in the SEBI LODR Regulations and the circular(s), Industry Standards Note & guideline(s) as issued, from time to time, by the Securities Exchange Board of India ("**SEBI**") in this regard. This policy lays down the guidelines for determining the materiality thresholds with respect to certain events or information of the Company as permitted under the SEBI LODR Regulations.

3. Definitions

a) "Board" or "Board of Directors" means the collective body of the Directors of the Company as constituted from time to time;

b) "Company" shall mean Tube Investments of India Limited;

c) "Key Managerial Personnel" or "KMP" means the personnel as defined under Section 2(51) of the Companies Act, 2013, read with the rules and regulations issued thereunder, as amended from time to time;

d) "Material Event/s" means those event/s specified in: (i) Para A of Part A of Schedule III of the SEBI LODR Regulations, being deemed material events, which the Company shall compulsorily disclose; (ii) events specified in Para B of Part A of Schedule III of the SEBI LODR Regulations, which the Company shall disclose, based on guidelines for materiality as specified in 4 herein; (iii) events specified in Para C of Part A of Schedule III of the SEBI LODR Regulations; (iv) in case the Company has issued non-convertible securities, events specified in Part B of Schedule III of the SEBI LODR Regulations; (v) all information having a bearing on the performance/ operation of the Company, price sensitive information or any action that shall affect the payment of interest or redemption of non-convertible debt

securities; and (vi) any event which may have a material effect on the Company; (vii) any event or information if in the opinion of the board of directors of the Company, is considered material.

e) "Normal trading hours" shall mean time period for which the recognized stock exchanges are open for trading for all investors.

f) Main Stream Media shall include print or electronic mode as defined under SEBI Listing Regulations.

g) "Officer" shall have the same meaning as under the Companies Act, 2013, together with rules and regulations issued thereunder, as amended from time to time;

h) "Ordinary course of business" or "normal course of business" means all activities that are necessary, normal or incidental to the business of the Company and are permitted by objects of the Company. These would also include common practices, historical practices and customs of commercial transactions with a pattern of frequency.

i) "Policy" means this Policy for Determination of Materiality for Disclosure of Information/Events to the Stock Exchanges;

j) "SEBI" means the Securities and Exchange Board of India;

k) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended from time to time;

l) "Stock Exchanges" means stock exchanges on which the Securities of the Company are listed; and

m) "Subsidiaries" means a subsidiary company as defined under Section 2(87) of the Companies Act, 2013, read with the rules and regulations issued thereunder, as amended from time to time.

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

4. Criteria for disclosure

The following criteria shall be considered by the Company while determining the materiality of events/information, read with the Guidance Manual:

i. whether the omission of an event or information, is likely to result in discontinuity or alteration of event or information already available publicly; or

ii. whether 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

iii. whether the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

a) two percent of turnover, as per the last audited consolidated financial statements of the Company;

b) 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;

c) 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; or

iv. whether the event/information is likely to have a bearing on performance or operation of the Company or have a material impact on the business or the Company; or

v. whether any continuing event or information becomes material or

vi. in cases where the criteria specified in sub-clauses (i) to (v) above are not applicable,

whether an event/information may be treated as being material in the opinion of the Board.

The Chief Executive Officer (CEO)/Managing Director (MD) of the Company along with the Chief Financial Officer (CFO) is authorized to determine the materiality of an event or information under this Policy and the SEBI LODR Regulations and to make relevant disclosures to the Stock Exchanges required under the SEBI LODR Regulations. The Chief Financial Officer (CFO) of the Company shall advise the CEO/MD on the materiality of the event or information. The quantitative factors which may be considered while determining the materiality of an event or information would be those as indicated in clause 4 sub-clause (iii) of this policy.

All questions about this Policy should be directed to the CEO/ MD / CFO/ Company Secretary.

5. **Applicability:**

5.1 The events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events. The Company shall make disclosure of such events without application of any materiality criteria within the prescribed timelines.

5.2 The events specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company to the Stock Exchanges, if considered material as per the materiality threshold specified under SEBI Listing Regulations read with applicable SEBI Circulars and Industry Standards Note on Regulation 30 of the Listing Regulations as may be issued/ amended from time to time.

5.3 Any other information or event or major development likely to affect the business which are exclusively known to the Company and which may be necessary to be disclosed to enable holders of Securities of the Company to appraise its position and avoid establishment of false market in the Securities also needs to be disclosed.

6. **Authorization and co-ordination for Disclosure**: Pursuant to Regulation 30(5) of the SEBI LODR Regulations, the CEO/MD/CFO are authorized by the Board for the purpose of determining materiality of an event or information and the Company

Secretary is authorized for making disclosures to the Stock Exchange(s) under this Policy.

Once the CEO/MD in consultation with the CFO (in cases where materiality thresholds are applicable) decides to make a disclosure under this Policy, it will be forthwith informed to the Company Secretary for dissemination to stock exchanges within the stipulated timelines. In the absence of the Company Secretary, the dissemination can be made by the CEO/MD or CFO.

7. The contact details of the said KMPs will be disclosed to the stock exchanges as well as uploaded on the website of the Company.

8. **Time of Disclosure:** Disclosures shall be made as soon as possible but within the prescribed timelines from the occurrence of the event/ information. However, in cases where the disclosure cannot be made within the prescribed timelines due to reasons as mentioned in the applicable SEBI Circular(s)/ Industry Standards Note(s), the Company will disseminate the same along with an explanation for the delay.

   Disclosures with respect to material events/information stated in Regulation 30 of the SEBI LODR Regulations shall be made as soon as possible and in any case not later than the following:-

   i. thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

      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, a disclosure of the decision pertaining to the event or information, shall be made within three hours from the closure of the board meeting.

      Further, 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; and

   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.

   The timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin once an officer of the Company has become aware of the occurrence of an event / information, through credible and verifiable channels of communication.

9. **Details of Disclosure**: The Company will disclose details for the events set out in Para A and Para B of Part A of Schedule III of the SEBI LODR Regulations, in accordance with the guidelines prescribed under applicable SEBI Circular(s) and Industry Standards Note(s) issued/ amended from time to time. Further, the Company shall ensure that the disclosures are appropriate and would be consistent with the facts of each event being disclosed by the Company.

Additionally, in case of disclosures about the Company's agreements or treaty(ies) or contracts with media companies which are binding and not in the normal course of business, the Company shall comply with the disclosure requirements prescribed under the applicable SEBI circulars and Industry Standards Note(s) issued/ amended from time to time

10. **Updation:** With respect to the disclosures made pursuant to this Policy, the Company shall also make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations there for.

11. **Subsidiary information/ event:** The Company shall disclose all events or information with respect to its subsidiaries to the extent the event or information is material for the Company. The criteria for disclosure for this reporting would be the same as stated in Clause 4 above.

12. **Disclosures other than listed events/information**: 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 of the SEBI LODR Regulations, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof.

13. **Manner of Disclosure:** Any information to be disseminated, including responses to any queries raised by the stock exchanges, is required to be given in the manner prescribed by the Stock Exchanges in this regard.

    The Company shall confirm, deny or clarify, upon the material price movement (as specified by the Stock Exchanges from to time), any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the trigger of material price movement. In case the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

    The Company shall also disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy and, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Company's Archival Policy, as disclosed on its website. The Company's Code for practices and procedures for fair disclosure of unpublished price sensitive information will also be adhered to.

14. **Dissemination of the Policy**: A copy of the Policy shall be put up on the website of the Company.

15. **Review of the Policy**: The Policy shall be subject to review of the Board, and the Managing Director will be authorized to amend it suitably, as may be deemed necessary in accordance with any regulatory requirements or amendments.

This policy has been modified on 25th March 2025.

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