

**POLICY OF
MATERIALITY OF EVENT**



1. INTRODUCTION

This Policy is framed pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Board of Directors of Transformers and Rectifiers (India) Limited (the “Company”), has adopted this Policy for Determination of Materiality of Event of the Company.

2. PURPOSE

This Policy is framed to ensure proper, sufficient, timely and adequate disclosure of Material Events of the Company to the Stock Exchange(s) and on the Company’s Website.

3. DEFINITIONS

- a. **Act** means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof;
- b. **Key managerial Personnel** in relation to the Company, means
 - i) The Chief Executive Officer or the Managing Director;
 - ii) The Company Secretary;
 - iii) The Whole-time Director;
 - iv) The Chief Financial Officer; and
 - v) Such other officer as may be authorised by the Board.
- c. **Listing Regulations** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d. **Material Event or Material Information** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 6 of this Policy.
- e. **Material Subsidiary** shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- f. **Stock Exchange or Exchanges** shall mean BSE Limited and National Stock Exchange of India Limited.



4. 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;
- (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) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of the Company, the event/information is considered material.

5. MATERIALITY THRESHOLD FOR DETERMINATION OF MATERIAL EVENTS /INFORMATION

Keeping in view the criteria for determination of materiality of events/information as mentioned in Clause 4 above, materiality threshold has been defined as follows for events/information specified in Clause 6

Such events or information shall be considered material where the value involved in it exceeds 10% of the gross turnover or revenue or total income or net worth calculated on annualised basis on the basis of audited consolidated financial statements of the last audited financial year.

6. MATERIAL OF EVENTS/ INFORMATION

A. Deemed Material Events/Information

- 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.
- 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 Rating(s) including intimation of the reasons provided by the rating agency for such downward revision.



4. 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.
5. Fraud/defaults by Promoter or Key Managerial Personnel or by the Company or arrest of Key Managerial Personnel or Promoter.
6. Change in Directors, Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary & Compliance Officer and Auditor.
7. Appointment or discontinuation of share transfer agent.
8. Corporate debt restructuring.
9. One time settlement with a bank.
10. Reference to BIFR and winding-up petition filed by any party/creditors.
11. 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.
12. Proceedings of Annual and extraordinary general meetings of the Company.
13. Amendments to memorandum and articles of association of the Company, in brief.
14. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

B. Deemed Material Event related to Board Meeting

1. 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;
2. any cancellation of dividend with reasons thereof;
3. the decision on buyback of securities;



4. the decision with respect to fund raising proposed to be undertaken
5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
6. 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;
7. short particulars of any other alterations of capital, including calls;
8. Financial results;
9. Decision on voluntary delisting by the Company from stock exchange(s).

C. Events based on Clause 4 of this 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 tie-up, 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 the 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.
- D.** The Company shall disclose all events or information with respect to Material Subsidiary.
- E.** In case where an event occurs or information is available with the Company, which has not been mentioned above, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

7. DISCLOSURE OF MATERIAL OF EVENTS/INFORMATION TO STOCK EXCHANGES

1. The Company shall first disclose to stock exchange(s) of all events, as specified Clause 6 of this Policy.
2. Disclosure with respect to events specified in Clause 6(A) and (C) within 24 hours from the occurrence of such Event
3. Disclosure with respect to events specified in Clause 6(B) within 30 Minutes of the conclusion of the Board Meeting.
4. In case the disclosure is made after limit specified above, the Company shall provide explanation for delay along with such disclosures.
5. 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.
6. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information
7. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).



8. DISCLOSURE OF MATERIAL OF EVENTS/INFORMATION ON WEBSITE OF THE COMPANY

The Company shall disclose on its website under the “Investor Centre” section all such events or information which has been disclosed to stock exchange(s) under this Policy for a minimum period of 5 (five) years.

9. AUTHORISATION TO KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company has severally authorised following Key Managerial Personnel under this Policy.

For the purpose of determining Materiality of an Event or Information:

Sr. No.	Name	Designation
1	Mr. Jitendra Mamtora	Chairman and Whole-time Director
2	Mr. Satyen Mamtora	Managing Director

For the purpose of making disclosures to Stock Exchange(s):

Sr. No.	Name	Designation
1	Mr. Jitendra Mamtora	Chairman and Whole-time Director
2	Mr. Satyen Mamtora	Managing Director
3	Mr. Ramesh Birajdar	Chief Financial Officer
4	Mr. Rakesh Kiri	Company Secretary and Compliance Officer

Contact details of Key Managerial Personnel:

Transformers and Rectifiers (India) Limited
Survey No. 427 P/3-4, & 431 P/1-2,
Sarkhej - Bavla Highway,
Village: Moraiya, Taluka: Sanand,
Ahmedabad - 382 213
Phone: 02717 - 661 661
Fax: 02717 - 661 716
E-Mail: cs@transformerindia.com

10. AMENDMENTS TO THE POLICY

The Board of Directors are authorised to make such alterations to this Policy as considered appropriate subject to the condition that such alterations shall not be inconsistent with the provisions of the Listing Regulations, 2015.



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 hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.