



## **POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURES**

### **1. BACKGROUND**

The equity shares of Trent Limited (hereinafter referred to as “the Company”) are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Non-Convertible Debentures of the Company are listed on NSE. The Company must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations) that come into effect from 1<sup>st</sup> December, 2015. Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for disclosures (“Policy”) is being framed and implemented.

All provisions of Regulation 30 read with Schedule III of the Listing Regulations are deemed to be incorporated in this Policy, by reference.

### **2. DEFINITIONS**

In this Policy, unless the context otherwise requires:

- a. “Board of Directors” shall mean the Board of Directors of Trent Limited.
- b. “Key Managerial Personnel” means Managing Director/Executive Director/ Chief Executive Officer, Chief Financial Officer and Company Secretary of Trent Limited.
- c. "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. “Subsidiary” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

### **3. OBJECTIVE OF THE POLICY**

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the Listing Regulations, various Securities Laws and any other legislations.

- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material / price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

#### **4. TYPE OF INFORMATION**

The information covered by this Policy shall include “information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions” (hereinafter referred to as “material information”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Events or information specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material and requires disclosure without application of any quantitative or qualitative materiality thresholds.

Events or information specified in Para B of Part A of Schedule III of the Listing Regulations are required to be disclosed based on materiality guidelines prescribed in Clause 6 below.

#### **5. PERSONS RESPONSIBLE FOR DISCLOSURE**

The Board of Directors of the Company have authorized the Key Managerial Personnels (Authorized Persons) to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorized Persons are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

- a. To review and assess an event or information that may qualify as ‘material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- d. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

## **6. GUIDELINES FOR DETERMINING THE MATERIALITY**

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determination of materiality of event or information:-

- a. The omission of an event or information which is likely to:
  - result in a discontinuity or alteration of an event or information already available publicly; or
  - result in significant market reaction if the said omission came to light at a later date; or
  - 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 Company;
    - (2) 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;
    - (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 Company.
- b. In situations where the above criteria is not applicable, disclosure will be required if, in the opinion of the Board of Directors of the Company, the event / information is material, and ought to be disclosed.

## **7. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION**

The Company may be confronted with the question as to when an event/information can be said to have occurred.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

In case the proposals having in-principle approval or approval to explore (which is not final approval) from the Board of Directors, shall not require disclosure under regulation 30 of the Listing Regulations.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.

## **8. OBLIGATIONS OF STAKEHOLDERS AND AUTHORIZED PERSONS FOR DISCLOSURE**

- a. The Policy shall be circulated to the relevant stakeholders for their reference and necessary actions.
- b. Any material event or information as per the aforesaid guidelines shall be forthwith informed by the concerned stakeholders to the Authorized Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- c. The Authorized Persons will then ascertain the materiality of such event(s) or information based on the above guidelines.
- d. On completion of the assessment, the Authorized Persons shall, if required, make appropriate disclosure(s) to the Stock Exchanges within the prescribed timelines.

## **9. POLICY REVIEW**

The Authorized Persons may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any amendments to the Listing Regulations shall *mutatis mutandis* be deemed to have been incorporated in this Policy.

It is hereby clarified that this Policy does not, and shall not, dilute any of the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations.

## **10. WEBSITE**

As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

## 11. CONTACT DETAILS

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this Policy.

Ms. Krupa Anandpara  
Company Secretary and Compliance Officer  
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