



POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF AN EVENT AND INFORMATION

1. Introduction

Regulation 30(4) of the Securities and Exchange Board of India ("SEBI"), has issued SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the "Listing Regulations") require every listed companies to frame a policy for determination of materiality of events or information or event to the Stock Exchanges. Accordingly, the Board of Directors (the "Board") of The Grob Tea Company limited (the "Company") has adopted this Policy for determining Materiality for Disclosures (the "Policy") for determination of materiality of events or information ("Material Information") to enable the Company to promptly disclose such information or event to the Stock Exchanges, pursuant to this Regulation.

The Policy sets out the guidelines for identification of events or information within the Company which are deemed to be material in the opinion of the Board of Directors.

2. Applicability

The policy is applicable to The Grob Tea Company Limited.

3. Definitions

"**Act**" shall mean the Companies Act 2013 and the Rules framed thereunder, including any modifications, clarifications circulars or re-enactment thereof

"**Company**" shall mean The Grob Tea Company Limited;

"**Compliance Officer**" shall mean the Company Secretary of the Company, and in his/her absence, any other senior officer designated so and reporting to the Board as mentioned in the Listing Regulations;

"**CFO**" shall mean the Chief Financial Officer of the Company or such other person, by whatever name called, who supervises the finance function of the Company;

"**PIT Code**" shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Board of the Company;

"**SEBI**" shall mean the Securities and Exchange Board of India.

"**Stock Exchanges**" shall mean the stock exchanges on which the securities of the Company are listed.



THE GROB TEA CO. LTD.

“Schedule” means Schedule III of the (Listing Obligations and Disclosure Requirements) Regulations 2015.

Words and terms used in this Policy and not defined herein, but defined in the Listing Regulations, the PIT Code, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings respectively assigned to them in such code or legislation.

4. Basic Principles

The Policy is based on the following basic principles:

Materiality: To ensure that all material events/ information become public or made generally available.

Timeliness: To make disclosure of material events/information promptly without delay in accordance with the Policy following the material events/information that warrant disclosure.

Transparency: To make disclosure of material events/information with sufficient details that boosts investor confidence.

5. Authorised Persons

Pursuant to Regulation 30(5), the Board of Directors have severally authorised Key Managerial Personnel (KMP) of the Company i.e. Managing Director, Chief Financial Officer (CFO), and Company Secretary as “Authorised Persons”), for the purpose of determining materiality of an event or information and making disclosure to stock exchanges. The Authorised Persons shall make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.

6. Disclosure of Information relating to Events deemed to be Material

In relation to all events that are listed under Para A of Part A of Schedule III to the Listing Regulations, the Company shall disclose to the Stock Exchanges, the information required by the Listing Regulations in the manner required by the Listing Regulations and as prescribed by Securities and Exchange Board of India.

The events or information specified in Para A of Part A of Schedule III of the Listing Regulations will be disclosed without the application of any materiality thresholds, as soon as reasonably possible from the occurrence of such event/ information, but not later than the timelines prescribed by the SEBI under the circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (as amended from time to time), as these are “deemed” to be material events. Provided that in case the disclosure is made after the prescribed timeline, the Company shall, along with such disclosures, provide explanation for the delay.



7. Determination for Materiality of Other Events

Events other than those deemed material (discussed above), including events listed under Para B of Part A of Schedule III of the Listing Regulations shall be considered as material if they meet the criteria listed below:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction of the said omission came to light at a later date; or
- c) the omission of an event or information, whose value or expected impact in terms of value, exceeds the lower of the following:
 - i. Two percent of turnover as per last audited consolidated financial statement of the company.
 - ii. Two percent of net worth per last audited consolidated financial statement of the company, except in case the arithmetic value of the net worth is negative.
 - iii. Five percent of the average of absolute value of profit & loss after tax, as per the last three audited consolidated financial statement of the company.

It is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

Note:

Without prejudice to the generality of above, the Company may make disclosures of event/information as specified by the Board from time to time.

8. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

All shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate companies, if any, who are parties to the agreements specified in clause 5A of para A of part A of Schedule III to the Listing Regulations, shall inform the Company about such agreements to which the Company is not a party and the Company shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within such timelines as may be specified by the SEBI from time to time.

Any information/ events with respect to subsidiary of the Company which are material for the Company, shall also be disclosed to the Stock Exchanges.



THE GROB TEA CO. LTD.

Further, the Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless the disclosure of such communication is prohibited by such authority.

9. Publication of the Policy

This Policy, upon its adoption by the Board of the Company, along with contact details of the persons authorized to make disclosures hereunder, shall be uploaded on the Company's website and any updates hereto shall be promptly reflected on the Company's website. The Company shall disclose on its website all such events or information which have been disclosed to the relevant stock exchanges under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and, thereafter, as per the archival policy of the Company.

10. Review /Amendments

The Board can amend this Policy, as and when deemed fit. In case of any amendments, clarifications, circulars etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendments, clarifications, circulars etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendments, clarifications, circulars etc.