



Twamev Construction and Infrastructure Limited

(Formerly known as Tantia Constructions Limited)

Registered Office

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POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION FOR DISCLOSURES

1. Background

Twamev Construction and Infrastructure Limited ("**Company**") is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company's securities are listed on BSE Limited (BSE) and National Stock Exchange of India (NSE) and must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time ("**SEBI Listing Regulations**"). SEBI 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 of events/information for disclosures ("**Policy**") is being framed and implemented.

2. Definitions

In this Policy, unless the context otherwise requires:

- "**Board of Directors**" shall mean the board of directors of the Company, as reconstituted from time to time;
- "**Key Managerial Personnel**" or "**KMP**" shall have the meaning ascribed to such term in section 2(51) of the Companies Act, 2013;
- "**Promoter**" and "**Promoter Group**" shall have the meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- "**Subsidiary**" means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013, as amended from time to time.

3. Objective of the Policy

The objectives of this Policy are as follows:

- 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 SEBI Listing Regulations, various securities laws and any other legislations, as applicable;
- To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent;

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

4. Type of Information

The information covered by this Policy shall include information relating to the Company's business, operations, or performance which has a significant effect on securities investment decisions 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 B of Part A of Schedule III of the SEBI Listing Regulations will be disclosed based on application of this Policy.

Events or information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed to be material and shall be disclosed without any application of the guidelines for materiality.

5. Persons Responsible for Disclosure

The Board of Directors of the Company have authorized the Company's KMP to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The KMPs are also empowered to seek appropriate assistance or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMPs shall have the following powers and responsibilities for determining the material events or information:

- 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;
- 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;
- 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;
- 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 SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters; and
- To disclose all events or information with respect to the Subsidiaries which are material for the Company.

6. Guidelines for Assessing 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 determining materiality of event or information:

- a. The omission of an event or information which is likely to:
 - i. result in a discontinuity or alteration of an event or information already available publicly;
or
 - ii. result in significant market reaction if the said omission came to light at a later date;
- b. The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. 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; or
 - iii. 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.

Accordingly, any transactions exceeding the lower of i, ii or iii above will be considered for the above purposes.
- c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

7. Guidelines for Rumor Verification

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumor of an impending specific event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations, circulars/notifications issued by SEBI/stock exchanges in this regard and in accordance with the 'industry standard note on verification of market rumors under regulation 30(11) of the SEBI Listing Regulations' issued by the Industry Standard Forum ("Industry Standard Note").

The requirements under regulation 30(11) of the SEBI Listing Regulations, in respect of confirmation/ denial/ clarification of market rumors, is only applicable to market rumors that are reported in the specified 'mainstream media'. It shall not be applicable to market rumors that are vague or general in nature. Social media platforms are excluded from the ambit of mainstream media. Mainstream media shall include such news sources as is listed in the Industry Standard Note.

8. Guidelines for Communication

In case an event or information is required to be disclosed by the Company in terms of the provisions of regulation 30 of the SEBI 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 disclosure of such communication is prohibited by such authority.

9. Guidance on Timing of an Event or Information

The Company shall observe the following for proper and timely disclosure of any material events/information as defined herein, to the stock exchanges where the securities of the Company are listed.

- a. For determining materiality of any event/transaction, reference is to be made to this Policy and the SEBI Listing Regulations as amended from time to time.
- b. The Company shall first disclose to the stock exchanges, where its securities are listed, all events or information which are material in terms of the provisions of the Regulation as soon as reasonably possible and in any case not later than the following:
 - (i) thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;
 - (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company; or
 - (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:

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

Provided further that in case the disclosure is made after the timelines specified under the SEBI Listing Regulations, the Company shall along with such disclosure provide the explanation for the delay.

- c. All disclosures made to the stock exchanges hereunder shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy of the Company, as amended from time to time.
- d. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.

10. Obligations of Internal Stakeholders and KMPs for Disclosure

- a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges;
- b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines;
- c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

11. Policy Review

The KMP(s) may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

12. Effective Date

The Policy has been effective December 1, 2015 and the amended Policy, shall be effective from 12th August, 2025.

13. Website

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.

14. Contact Details

Any 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.

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