



POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

SCOPE

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality

DEFINITIONS

1. **“Board”** means the Board of Directors of “Tokyo Finance Limited” as constituted from time to time.
2. **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)
3. **“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 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

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

POLICY

Events specified in Para A of Part A of Schedule III of Listing Regulations are deemed to be material events and Company shall make disclosure of such events. Company shall make disclosure of events specified in Para B of Part A of Schedule III of Listing Regulations based on application of the guidelines for materiality, as specified in sub-regulation (4).

Taking into account the aforesaid provisions and other applicable legal provisions, the Policy on determination of materiality for disclosures to events or information is being made as under:



1. The Company shall consider the following criteria for determination of materiality of event or information:

- (a) the omission of an event or information 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, if the said omission came to light at a later date;
- (c) 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.

AUTHORITY TO KEY MANAGERIAL PERSONNEL

- a) The Chairman singly or any two of the Managing Director, CFO and Company Secretary jointly are authorised persons for the purpose of determining materiality of an event or information.
- b) The Chairman, Managing Director, CFO and Company Secretary are severally authorised for making disclosures of such material event or information to the stock exchanges.
- c) The Chairman is authorised to make appropriate changes to the above policy as he may deem expedient taking into account the law for the time being in force.

TIME LIMIT FOR DISCLOSURE OF EVENT OR INFORMATION TO THE STOCKEXCHANGE

The Company shall disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information within twenty four hours from the occurrence of event or information.

In case the disclosure is made after twenty four hours of occurrence of the event or information, Company shall, along with such disclosures provide explanation for delay. Disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting.

DISCLOSURE ON COMPANY'S WEBSITE AND DISCLOSURE PRESERVATION PERIOD

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the preservation policy of the Company, as disclosed on its website.

Note: This Policy is subject to review from time to time.
