

THE INDIAN HOTELS COMPANY LIMITED

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES OF EVENTS OR INFORMATION

I. BACKGROUND

The Indian Hotels Company Limited (the “**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 the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), and it must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“**Listing Regulations**”). The Listing Regulations mandate listed entities to formulate a policy for determining materiality of events or information that warrant disclosure to investors and which assists the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel (*as defined below*), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s). It is in this context that the Policy on Determination of Materiality for disclosures (“**Policy**”) is being framed and implemented.

The Company endeavours to adhere to the reporting/ disclosure requirements, arising out of the provisions of the Listing Regulations, namely, mandatory disclosures and disclosures upon application of guidelines for materiality, as specified therein.

II. DEFINITIONS

In this Policy, unless the context otherwise requires: —

- a. “Board of Directors” or “Board” shall mean the Board of Directors of The Indian Hotels Company Limited.
- b. “Chief Financial Officer” or “Executive Director - Finance” or “Head of Finance”, by whatever name called, shall mean the person heading and discharging the finance function of the listed entity as disclosed by it to the recognised stock exchange(s) in its filing under the Listing Regulations.
- c. “Expected impact in terms of value” means the value determined with respect to an event or information by the Relevant Employees as per the criteria determined by the Company.
- d. “Impending specific event/information” shall mean all the events or information, which satisfy the below attributes:
 - 1) The events which are specifically related to the Company;
 - 2) The information circulated has specific aspects/details of the reported transaction;
 - 3) Where the probability of going ahead with the information/concerned event within a reasonable period of its publication is higher, or the information is completely false; and
 - 4) Disclosure of such reported transaction is not constrained by any regulatory or contractual conditions.
- e. “Not general in nature” shall include those events and information which are related to the Company, the industry or the group in general and does not have attributes of “Impending specific event/information.”
- f. “Key Managerial Personnel” (“**KMP**”) in relation to the Company shall mean those officers and directors of the Company covered under sub-section (51) of section 2 of the Companies Act, 2013.
- g. “Mainstream Media” shall mean the definition as specified under Regulation 2(1)(ra) of SEBI Listing regulations and shall cover specific news sources as specified in Industry Standards note on verification of market rumors recognised by SEBI Circular dated May 21, 2024 and issued by Industry Standards Forum (“**ISF**”), under Regulations 30(11) of Listing Regulations, as amended from time to time.

- h. “Material Price Movement” shall be calculated as per the framework issued by the stock exchanges / SEBI from time to time.
- i. “Relevant Employees” shall encompass the functional heads of the departments of the Company and one level below such functional heads head of departments and shall include employees of the Company who deals with or comes into possession of potential material event or information in the course of the performance of his/her duties.
- j. “Subsidiary” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.

III. OBJECTIVE

This Policy sets out the guidelines for identification of events or information emanating within or outside the Company and determining their materiality in the context of disclosures required to be made to the stock exchanges where the securities of the Company are listed. This Policy lays down principles to ensure timely and adequate disclosure of material events pursuant to the Listing Regulations in order to enable investors to make well-informed decisions. The Policy ensures uniformity in the Company’s approach towards making disclosures of materiality of events/ information. Lastly, the Policy is aimed at assisting Relevant Employees of the Company in identifying any potential material event or information and reporting the same to the authorized KMP, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange (s).

IV. AUTHORIZED PERSONS FOR DISCLOSURE:

The Board of Directors of the Company have authorized the Chief Financial Officer and the Company Secretary of the Company, jointly and severally (“**Authorized Persons**”) to determine the materiality of an event or information. Accordingly, appropriate disclosures shall be made on a timely basis.

The Authorized Persons are also empowered to:

- decide whether a market rumour should be confirmed, denied or clarified
- seek appropriate counsel or guidance, as and when necessary, from the Company’s Managing Director and other internal or external stakeholders as they may deem fit.
- call for information from all its internal or external stakeholders including from its subsidiaries.

The Authorized Person(s) 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 Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.
- To disclose all events or information with respect to the subsidiaries which are material for the Company.

Any decision taken by the Authorized Persons jointly shall be valid and binding on the Company. Their contact details shall be disclosed to the stock exchange and be placed on the Company’s website.

However, wherever required, and considering any specific/ significant circumstances including business exigency/ calamities which may arise, either simultaneously or subsequently, approval of the Board / Executive Committee or Chairperson of the Board may be taken for disclosing any such event or information.

The above Authorized Persons are also empowered to provide specific and adequate reply to all queries raised by stock exchanges with respect to any event/information.

IV. VERIFICATION OF MARKET RUMOURS

The Company is required to confirm, deny or clarify, upon Material Price Movement, any reported event or information in the Mainstream Media which is not vague or general in nature and which indicates a rumour of an impending specific event or information within the timelines specified under law. The confirmation, denial or clarification would be made to the Stock Exchanges as soon as reasonably possible, however, not later than twenty-four hours from the Material Price Movement. If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

Directors, key managerial personnel and senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements of verification of market rumours and the Company shall disseminate the response received from such individual(s) promptly to the Stock Exchanges.

In case there are no rumours as envisaged above, the Company need not clarify to the Stock Exchanges. Any Impending specific event/information which is in connection to an unlisted subsidiary shall also be confirmed/ denied/ clarified by the Company if there is a Material Price Movement.

For the purpose of verification of market rumours, the Company shall follow the industry standards note on verification of market rumours, recognised by SEBI Circular dated May 21, 2024 and issued by Industry Standards Forum (“ISF”), under Regulation 30(11) of Listing Regulations, as amended from time to time. For determining foreign jurisdictions with material business operations, the Company has adopted the below criteria.

Foreign jurisdiction(s) where the business operations of the Company or of any of its Subsidiaries/ Joint Ventures/ Associates/ group entities account for 10% or more of the consolidated revenue as per the last audited annual consolidated financial statements of the Company.

In respect of the aforesaid jurisdictions, the new sources specified in the industry standards note on verification of market rumours, would be tracked.

The above list of jurisdictions and news sources shall be reviewed and updated annually by the Authorized Persons after the approval of the annual audited consolidated financial statements by the Board of Directors , either on its own or through any Committee/ Authorised Persons as may be delegated by the Board.

V. TYPE OF INFORMATION

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the Listing Regulations as amended from time to time are required to be disclosed irrespective of application of any quantitative or qualitative materiality thresholds as these are “deemed” to be material . Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the Listing Regulations as amended from time to time will be disclosed based on application of materiality criteria that are to be disclosed based on guidelines for materiality assessment prescribed in Clause VI of this Policy

VI. GUIDELINES FOR MATERIALITY ASSESSMENT

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:

1. All events/information stated in Para A of Part A of Schedule III to the SEBI Regulations as amended from time to time are deemed to be material.
2. In respect of events/information stated in Table A below the Authorized Persons shall consider the following 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; 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; or
 - c. 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 listed entity;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 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 listed entity.
 - d. In case where the criteria specified in sub-clauses (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the listed entity, the event or information is considered material.
3. In addition to above criteria, the following qualitative factors shall also be considered while determination of materiality of event/ information:
 - a. Any event/ information which directly or indirectly may materially affect the reputation of the Company; or
 - b. Any event/ information, which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and the said information / event if not disclosed promptly may lead to creation of false market in the securities of the Company; or
 - c. Any information/event viz. major development that is likely to affect business,.
 - d. Any other factor which is pertinent in the opinion of the Authorized Persons of the Company.

Explanation: If there is any inconsistency in Clause VI (2) & Clause VI (3) above for determining materiality, Clause VI (2)(c) (quantitative criteria) will prevail.

Table A

Event or information related to	Events / Information enlisted in	Parameters to be applied for determining materiality
The Indian Hotels Company Limited	Para A of Part A of Schedule III as amended from time to time	Deemed material
The Indian Hotels Company Limited	Para B of Part A of Schedule III as amended from time to time	Factors prescribed in Clauses VI (2) and (3).
The Indian Hotels Company Limited	Items other than Para A & Para B of Part A of Schedule III as amended from time to time.	Factors prescribed in Clause VI (3).
Subsidiary of The Indian Hotels Company Limited	Para A of Part A of Schedule III as amended from time to time	Factors prescribed in Clauses VI (2) or (3) read with the relevant provisions of Para A of Part A of Schedule III as amended from time to time.
Subsidiary of The Indian Hotels Company Limited	Para B of Part A of Schedule III as amended from time to time	Factors prescribed in Clauses VI (2) or (3) read with the relevant provisions of Para B of Part A of Schedule III as amended from time to time.

VII. 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 *inter alia* in case of natural calamities, disruptions, 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 the Board of Directors. However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends, disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. To clarify, in case an in-principle approval or approval to explore various opportunities (which is not final approval for carrying any transaction) is given by the Board of Directors, the event/ information shall not be said to have occurred, in order to avoid creating false markets/ disclosure of pre-mature information. Further, in case the Board of Directors has granted approval for any proposal subject to fulfillment of certain conditions and has authorised the management of the Company to finalize and implement the same, then the event/ information shall not be said to have occurred, till the conditions are fulfilled.
- 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 listed entity.

VIII. MECHANISM TO BE ADOPTED FOR IDENTIFYING AND REPORTING POTENTIAL MATERIAL EVENT/INFORMATION BY RELEVANT EMPLOYEES

1. During performance of one's role, the Relevant Employee/(s) shall be responsible for identifying pertinent events/information which has potential to be classified as material events/information as per Clause VI of this policy.
2. Upon identification of potential material events/information, the relevant employee shall promptly report the details of such potential material events/information to the Authorized Persons.
3. Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Persons.
4. After evaluation, the Authorized Persons shall if required issue a suitable disclosure to the stock exchanges.

Mode of Communication: The aforesaid details can be submitted to the Authorized Persons by the Relevant Employee using written communication methods such as emails, internal memos, or any other appropriate means.

The details so submitted shall be authentic and comprehensive to enable the Authorized Persons to make informed decision/ take appropriate actions. The Relevant Employees should exercise necessary diligence to ensure confidentiality of the details being submitted/so submitted to the Authorized Persons.

The Relevant Employees may approach the Authorized Persons for seeking guidance/clarity to ensure effective implementation of this policy.

The Company Secretary/ Compliance Officer of the Company may conduct periodic trainings/sensitization programmes and/or release internal FAQs, referendum, framework to further assist relevant employees for effective implementation of this policy.

IX. TIMELINES FOR DISCLOSURES

1. The Company shall disclose all events or information which are material in accordance with the Policy as soon as reasonably possible within applicable timelines as specified in Regulation 30 (6) read with Part A of Schedule III of Listing Regulations as amended from time to time.
2. Provided further that in case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.
3. The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.

X. POLICY REVIEW

The Authorized Persons may review the Policy and make the requisite changes as deemed necessary 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 or any other applicable law / regulation, the provisions of the Listing Regulations or applicable law / regulation shall prevail. Any amendments to the Listing Regulations/ or any other applicable law / regulation shall *mutatis mutandis* be deemed to have been incorporated in this Policy.

XI. WEBSITE

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

XII. CONTACT DETAILS

Any questions or clarifications about this Policy or disclosures made by the Company should be referred to the Company Secretary at the undermentioned address:

Beejal Desai
Executive Vice President Corporate Affairs & Company Secretary (Group)
9th Floor, Express Towers, Barrister Rajni Patel Marg
Nariman Point, Mumbai 400 021
Tel: 61371605 / Email: beejal.desai@ihcltata.com

In respect of queries from the media kindly contact the Executive Vice President Hotel Openings and Corporate Communications on 022-61371907 or deepika.rao@ihcltata.com

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