

MATERIALITY POLICY FOR DISCLOSURE IN OFFER DOCUMENTS

INTRODUCTION

This policy (“**Policy**”) has been formulated to define the respective materiality policies in respect of Tega Industries Limited (the “**Company**”), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) (“**SEBI ICDR Regulations**”), in respect of the following:

- A. identification of material companies to be disclosed as group companies of the Company (“**Group Companies**”) in the Offer Documents;
- B. identification of material outstanding litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters); and
- C. identification of material creditors.

APPLICABILITY

The board of directors of the Company (“**Board**”) at their meeting held on 3rd August 2021 discussed and approved this Policy. This Policy shall be effective from the date of approval of Policy by the Board.

“**Offer Documents**” means the draft red herring prospectus, the red herring prospectus and the prospectus (together with any addenda or corrigenda thereto) to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, the Registrar of Companies, West Bengal at Kolkata and/or the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

A. Identification of Group Companies

Requirement

As per the requirements of the SEBI ICDR Regulations, group companies of a company include such companies (other than the promoters and subsidiaries of such company) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Documents, as covered under the applicable accounting standards.

Policy on Materiality

For the purpose of disclosure in the Offer Documents, the Company has considered the companies (other than promoters and subsidiaries) with which there were related party transactions, during the period for which restated consolidated financial information is disclosed in the Offer Document(s) and any other companies as may be considered as material by the Board.

B. Identification of material outstanding litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters)

Requirement

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following outstanding litigation involving the Company, its promoters, directors and its subsidiaries (collectively “**Relevant Parties**”):

- (i) all criminal proceedings;
- (ii) all actions by regulatory authorities and statutory authorities;
- (iii) Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five years including outstanding actions;

- (iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; and
- (v) Other pending litigation - As per the materiality policy defined by the Board and disclosed in the Offer Documents

Pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax authorities) shall, in any event, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial forum.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving any of the Group Companies, which has a material impact on the Company.

Policy on Materiality

Other than outstanding litigations mentioned in points (i) to (iv) above, any other outstanding litigation involving the Relevant Parties would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

- a) If the monetary amount of claim, to the extent quantifiable, made by or against the Relevant Party in any such outstanding litigation is in excess of 0.5 % of the profit after tax of the Company for the last fiscal, as per the restated consolidated financial information included in the Offer Documents; or
- b) any other outstanding litigation, an adverse outcome of which would materially and adversely affect the Company's business, operations, prospects, financial position or reputation, irrespective of the amount involved in such litigation.

C. Identification of material creditors

Requirement

As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents and on the website of the Company for outstanding dues to creditors as follows:

- (i) based on the materiality policy defined by the Board, details of the creditors which include the consolidated number of creditors and the aggregate amount involved, will be disclosed in the Offer Documents;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved will be disclosed in the Offer Documents; and
- (iii) Complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

Policy on Materiality

For identification of material creditors, a creditor of the Company would be considered 'material' if the amount of such outstanding dues to any creditors is in excess of 5% of the total consolidated trade payables of our Company for the most recent financial information included in the Offer Documents.\$

GENERAL

This policy shall be subject to review/changes as may be deemed necessary and as required for compliance with regulatory amendments from time to time.

\$ substituted by the Board on 10.11.2021