



TRANSLINE TECHNOLOGIES LIMITED

CIN: U72900DL2001PLC109496

MATERIALITY POLICY

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INTRODUCTION

This policy ("**Policy**") has been formulated to define the respective materiality policies of Transline Technologies 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;
- B. Identification of 'material' litigation (excluding disciplinary actions against the promoters, criminal proceedings, statutory/regulatory actions and taxation matters); and
- C. Identification of 'material' creditors.
- D. Materiality Policy - Material Subsidiaries

APPLICABILITY

The board of directors of the Company ("**Board**") at their meeting held on September 19, 2024 discussed and approved this Policy. This Policy shall be effective from the date of approval of the Policy by the Board.

In this Policy, the term "**Offer Documents**" shall mean the draft red herring prospectus, the red herring prospectus and the prospectus to be filed and/ or submitted 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, Delhi & Haryana at Delhi and/or the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

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

A. Identification of material companies to be disclosed as group companies

Requirement:

The SEBI ICDR Regulations define "Group Companies" as "*such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer*".

Therefore, as per the requirements of the SEBI ICDR Regulations, group companies shall include:

- (i) companies (other than subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Document(s); and
- (ii) companies as considered material by the Board under the Policy on Materiality (as defined below).

Policy on Materiality:

With respect to point (ii), for the purpose of disclosure in the Offer Documents, a company shall be considered material and shall be disclosed as a 'Group Company' in the Offer Documents, if such company (a) is a member of the promoter group of the Company (as defined in the Regulation 2 (1) (pp) of the SEBI ICDR Regulations); and (b) with which there were transactions in the most recent financial year and stub period, if any, (in respect of which restated financial statements are included in the Offer Document), ("**Test Period**") which individually or in the aggregate, exceed 10% of the total restated revenue of the Company for the Test Period, shall also be classified as group companies.

B. Identification of 'material' litigation (excluding disciplinary actions against the promoters, criminal proceedings, statutory/regulatory actions and taxation matters)

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following pending litigation involving the Company and its Subsidiaries, its Directors, and Promoters (collectively, "**Relevant Parties**");

- (i) All criminal proceedings, including matters which are at first information report stage where no/ some cognizance has been taken by any court;
- (ii) All actions by regulatory authorities and statutory authorities, including notices by such authorities and any findings/observations or warning letters of any of the inspections by SEBI or any other regulatory authority involving the Relevant Party(ies), which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision in relation to the Offer shall be disclosed in the Offer Documents including and all penalties;
- (iii) Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action;
- (iv) Claims related to direct and indirect taxes, for all the relevant parties in a consolidated manner, giving details of the number of cases and total amount, provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis;
- (v) All proceedings filed under the Negotiable Instruments Acts 1881, and
- (vi) Other pending civil litigations (including civil litigation or arbitration proceedings) involving the Relevant Parties - as per policy of materiality defined by the Board and disclosed in the Offer Documents.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group companies which has a material impact (as determined by the Board) on the Company.

All outstanding labour law cases of a criminal nature will also be disclosed in the Offer Documents.

Policy on materiality:

For the point (v) above, any pending civil litigation (including arbitration and tax proceedings) involving the Relevant Parties would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

- (i) the aggregate monetary claim/ dispute amount/ liability involved in such proceeding exceeds the lower of (A) 2% of the turnover of the Company for the most recent financial year as per the Restated Consolidated Financial Information; or (B) 2% of the net worth of the Company as at the end of the most recent financial period as per the Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (C) 5% of the average of the absolute value of the profit or loss after tax of the Company for the last three financial years as per the Restated Consolidated Financial Information ("**Threshold**");
- (ii) any such proceedings wherein the monetary impact is not quantifiable or lower than the threshold mention in point (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, prospects, operations, financial position or reputation. or
- (iii) Pending litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the Threshold.

Pre-litigation notices received by the Relevant Parties from third parties (excluding governmental, statutory or regulatory authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in proceedings initiated before

any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

The above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed under the Companies Act, 2013 and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the offer documents or by SEBI and/or such other applicable authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the offer documents, or disclosures that may arise from any investor or other complaints. In this regard, it is clarified that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the offer documents and should not be applied towards any other purpose.

Group Companies:

Any pending litigation involving the group companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially and adversely affect the business, operations, cash flows, performance, prospects, financial position or reputation of the Company.

In relation to legal proceedings involving the group companies, a certificate will be obtained in relation to any pending litigation involving the group companies, the outcome of which could have a material impact on the Company or the Issue. Further, the board of the Company would pass a resolution taking on record such certificate provided by the group companies.

C. Identification of 'material' creditors

Requirement:

1. 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 policy on materiality 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 the 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 outstanding dues to MSME and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

For identification of material creditors (except banks and financial institutions from whom the Company has availed financing facilities), in terms of point (1) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceeds 5% of the restated consolidated total outstanding dues (that is 'trade payables') of the Company as of the end of the most recent period covered in the restated financial statements included in the Offer Documents.

D. Materiality Policy - Material Subsidiaries

In terms of the SEBI LODR Regulations, a subsidiary of the Company shall be a 'material subsidiary' if any of the following conditions are satisfied:

- (i) net worth of the subsidiary exceeds 10% of the consolidated net worth of the Company and its Subsidiaries in the immediately preceding accounting year or;
- (ii) income of the subsidiary exceeds 10% of the consolidated income of the Company and its Subsidiaries in the immediately preceding accounting year.

Further, at least one independent director of the Board shall be a director on the board of directors of an unlisted material subsidiary if the subsidiary's income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

In terms of the SEBI ICDR Regulations, separate audited financial statements of the material subsidiary for the last three fiscals shall be uploaded on the Company's website, if the subsidiary's turnover or net worth or profit before tax is 10% or more of the Company's turnover or net-worth or profit before tax for each respective year.

GENERAL

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