

**Policy on Determination of  
Materiality for Disclosure(s)**

December 1, 2015  
Revised on March 29, 2019  
Revised on July 24, 2023  
Revised on July 31, 2024  
Revised on March 12, 2025



## 1. Background

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Tata Steel Limited ("the Company") is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company's securities are listed on the BSE Limited (BSE), The National Stock Exchange of India Limited (NSE), London Stock Exchange and Luxembourg Stock Exchange. Being a listed entity, the Company must comply with the disclosure obligations imposed by Securities and Exchange Board of India ("SEBI") in SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended ("Listing Regulations"). The Listing Regulations is effective December 1, 2015. Listing Regulations mandate listed entities to formulate a policy for determining materiality of events or information that warrant disclosure to its stakeholders. It is in this context that the Policy on Determination of Materiality for Disclosure(s) ("Policy") is being framed and implemented.

## 2. Definitions

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In this Policy, unless the context requires otherwise:

- a. "Board of Directors" shall mean the Board of Directors of Tata Steel Limited.
- b. "Chief Financial Officer" or "whole time director" or "head of finance", by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filings under the Listing regulations;
- c. "Company" shall mean Tata Steel Limited.
- d. "Industry Standards" means Industry Standards on Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as notified by SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025.
- e. "Key Managerial Personnel" means Managing Director, Chief Financial Officer, Company Secretary or any other person so appointed by the Board of Directors and designated as Key Managerial Personnel ("KMP") of Tata Steel Limited.
- f. "Officer" includes any Key Managerial Personnel or Senior Management Personnel (as defined under Listing Regulations) of the Company.
- g. "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- h. "Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013 read with Listing Regulations;
- i. "Stock Exchanges" means BSE Ltd and the National Stock Exchange of India Ltd
- j. SEBI Listing Regulations means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- k. "Mainstream media" shall have the same meaning as provided in Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/52 dated May 21, 2024 titled "Industry Standards on verification of market rumors" and the Industry Standards issued by the Industry Standard Forum comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, on a pilot basis, and which has been framed in consultation with SEBI, for effective implementation of the requirements to verify market rumors under Regulation 30(11) of the Listing Regulations.
- l. "Normal Trading Hours" shall mean time period for which recognized stock exchanges are open for trading for all investors.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Listing Regulations, each as amended, and/or the rules and regulations made thereunder or circulars issued in reference to them shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

### **3. Objective of the Policy**

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The objectives of this Policy are as follows:

- a. 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 Listing Regulations, Industry Standards, various Securities Laws and any other legislations (In India and Overseas).
- b. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information.
- c. To ensure that to the best of the knowledge of the Management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of Material / Price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- g. To assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized person under this Policy.

### **4. Type of Information**

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The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality as provided in the SEBI Listing Regulations read with the Industry Standards.

Events or information that is to be disclosed based on materiality principle are specified in Regulation 30 read with Para B of Part A of Schedule III to the Listing Regulations.

Events or information that is to be disclosed without any application of the guidelines for materiality are specified in Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations.

Events or information that is to be disclosed in terms of Regulation 51 read with Part B of Schedule III to the Listing Regulations.

## **5. Person(s) Responsible for Disclosure**

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The Board of Directors has authorized the Company Secretary and Chief Legal Officer as the Authorized Person in consultation with the Chief Executive Officer & Managing Director and the Executive Director & Chief Financial Officer to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorized Person is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he/she may deem fit.

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

- a. 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.
- b. 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.
- c. 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.
- d. 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 matters.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

## **6. Guidelines for Assessing Materiality**

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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:

- 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) 2% of turnover as per the last audited consolidated financial statements of the Company;
  - (ii) 2% 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;
  - (iii) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

While computing the expected impact in terms of value of an event, the Company shall refer to the Industry Standards.

- c. In case where criteria specified under above-mentioned clauses (a) and (b) are not applicable, an event or information may be treated as material if in the opinion of the Board of Directors of the Company, the event / information is material and ought to be disclosed.

## **7. Guidance on Timing of an Event or Information**

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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 viz. in case of natural calamities, disruptions etc, 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 (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

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.

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations read with the Industry Standards, as soon as reasonably possible and in any case not later than the following:

- (i) 30 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;

Provided that in case the Board of Directors meeting close after normal trading hours of that day but more than 3 hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose decision pertaining to the event or information, within 3 hours from closure of the meeting:

Provided further that in case the meeting of the Board of Directors is being held for more than 1 day, the financial results shall be disclosed within 30 minutes or 3 hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that if all the relevant information in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-para 8 of Para B of Part A of Schedule III of the Listing Regulations is maintained in a structured digital database in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the disclosure with respect to such claims shall be made to the Indian stock exchanges within 72 hours of receipt of notice by the Company.

The Company shall put in place appropriate systems for prompt internal reporting of events to comply with the requirements of Regulation 30 of the SEBI Listing Regulations.

The disclosure with respect to events for which timelines have been specified in Schedule III of the Listing Regulations, shall be made within such timelines. In case the disclosure is made after the timelines specified under the Listing Regulation, then, along with such disclosure, Company shall provide the explanation for the delay. The timelines stipulated under Regulation 30 of the SEBI Listing Regulations for making disclosures to the stock exchanges, other than outcome emanating from Board meeting, would begin once an officer of the listed entity has become aware of the occurrence of an event / information, through credible and verifiable channels of communication.

The listed entity shall, with respect to disclosures referred to in the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The listed entities, while disclosing material information which is disclosable under Regulation 30(13) of the SEBI Listing Regulations with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication in format specified under the Industry Standards shall be sufficient compliance.

## **8. Guidance on verification of market rumors subject to material price movement**

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In terms of Regulation 30(11) of the Listing Regulations, the Company shall confirm, deny or clarify, upon the material price movement (as provided in the framework issued by the stock exchanges, as may be amended from time to time), any reported event or information in the 'mainstream media' which is not vague or general in nature and which indicates that rumor of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than 24 hours from the trigger of material price movement. If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

Further, the promoter, director, key managerial personnel or 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 under regulation 30(11) of the listing regulation and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.

#### Criteria for determining foreign jurisdictions having material business operations:

The Industry Standards *inter alia* provides for the scope and ambit of 'Mainstream Media', the criteria for identification of news sources along with list of specific news sources for each category of media viz. Newspapers, digital/online news sources, international media, news channels, social media (having limited applicability). The Industry Standards further specifies the ambit for international media to include top English business/financial news daily by circulation in top 5 jurisdictions from where foreign portfolio investors have invested in India i.e. USA, Singapore, Mauritius, Luxemburg and the United Kingdom.

Further, the Industry Standards provides that the Board of Directors of Tata Steel Limited shall identify additional foreign jurisdictions where the Company has material business operations along with list of English business/financial news sources from such jurisdictions which needs to be tracked by Tata Steel to comply with requirements of verification of market rumors.

In terms of the above, the Board of Directors of Tata Steel Limited has identified those jurisdictions where the material subsidiaries of the Company (other than those incorporated in India) are situated, as foreign jurisdictions of the Company having material business operations. For this purpose, material subsidiary shall have the same meaning as provided in Regulation 16(1) of the Listing Regulations, as amended. The Company reports its material subsidiaries along with their place of incorporation in the corporate governance report forming part of the Annual Report of the Company, every year. The foreign jurisdictions identified by the Board shall be the places of incorporation of the said material subsidiaries (other than those incorporated in India) reported in the Company's corporate governance report, annually.

Further, the Key Managerial Personnel(s) of the Company shall identify the list of English business/financial news sources from foreign jurisdictions that the Company shall track for the purposes of compliance with the provisions of Regulation 30(11) of the Listing Regulations, in respect of rumours published in international media.

#### **9. Obligations of Internal Stakeholders and Authorized Person for Disclosure**

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- a. Any event or information, including the information forming part of Part A, Para A and Para B as well as Part B of Schedule III to the Policy shall be forthwith informed to the Authorized Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b. The Authorized Person will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c. On completion of the assessment, the Authorized Person shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

#### **10. Policy Review**

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The Authorized Person may review the Policy from time to time. Material Changes to the Policy (i.e., changes made to the Policy for reasons other than those required by the amendment of law) will need the approval of the Board of Directors.



Should there be any inconsistency between the terms of the Policy and the Listing Regulations, Circulars issued by SEBI & Industry Standards on verification of market rumors, the provisions of the Listing Regulations, SEBI Circulars and Industry Standards on verification of market rumors shall prevail.

Any amendments to the Listing Regulations and Industry Standards on verification of market rumors shall *mutatis mutandis* be deemed to have been incorporated in this Policy.

#### **11. Effective Date**

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The Policy, as approved by the Board of Directors, shall be effective from December 1, 2015.

#### **12. Website**

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As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company.

#### **13. Contact Details**

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Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary and Chief Legal Officer who is in charge of administering, enforcing and updating this policy.

Parvatheesam Kanchinadham  
Chief Legal Officer and Chief Legal Officer  
Tata Steel Limited  
Bombay House, 24, Homi Modi Street, Fort, Mumbai 400 001  
Phone: +91 22 6665 7279  
Email: [p.kanchi@tatasteel.com](mailto:p.kanchi@tatasteel.com); [cosec@tatasteel.com](mailto:cosec@tatasteel.com)