

IITL PROJECTS LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION

(Amended in the Board Meeting held on May 22, 2026)

1. PREFACE

This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the guidelines issued under Securities and Exchange Board of India Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015. The Board of Directors (the “Board”) of IITL Projects Limited (the “Company”) in its meeting held on November 06, 2015, has adopted the following policy and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of the Listing Regulations.

Pursuant to the amendments notified by the Securities and Exchange Board of India to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time, including amendments relating to disclosure of material events or information, this Policy has been reviewed and suitably revised to ensure continued alignment with the applicable regulatory requirements.

2. OBJECTIVE OF THE POLICY

The purpose of this Policy is to determine materiality of events / information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in para A and B of Part A of Schedule III of the Listing Regulations, as amended from time to time, to the Stock Exchanges.

3. DEFINITIONS

“Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or “Board” means the Board of Directors of IITL Projects Limited, as constituted from time to time.

“Company” means IITL Projects Limited.

“Default” shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable. In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days. Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

“Enforcement Authority” shall mean the Enforcement Directorate and Central Bureau of Investigation.

“Fraud” shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

“Key Managerial Personnel” mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

“Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“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 4[C] of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined material subsidiary as per the provisions of the Listing Regulations.

“Policy” means this policy on criteria for determining materiality of events or information and as may be amended from time to time.

“Schedule” means Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Any other term not defined herein, shall have the same meaning as described in the Companies Act, 2013 and the rules framed thereunder, the Listing Regulations, Securities Contract (Regulation) Act, 1956 or any other relevant legislation/regulation applicable to the Company.

4. DISCLOSURES OF EVENTS / INFORMATION

The events / information upon occurrence of which the Company shall make disclosure to the Stock Exchanges are as under:

Table I: Timeline for disclosure of events specified in Part A of Schedule III of the LODR Regulations

Para / Sub-para	Events	Timeline for disclosure
A.	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):	
1	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring. Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean- (i) acquiring control, whether directly or indirectly; or (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that (a) the listed entity holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company; or (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or	Within 12 hours * Acquisition of shares or voting rights by the Company in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, shall be disclosed quarterly as part of Integrated Filing (Governance).

	(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30: Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified. Explanation (2) - For the purpose of this sub- l of - (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30. Explanation (3) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.]	
2	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours *
3	New Rating(s) or Revision in Rating(s)	Within 24 hours
4	Outcome of Meetings of the Board of the Company, to disclose to the Exchange(s), from the closure of the meeting, held to consider the following: a. dividends recommended or declared or the	Within 30 minutes or 3 hours, as applicable as per Regulation 30(6)

	decision to pass any dividend and the date on which dividend shall be paid/dispatched; b. any cancellation of dividend with reasons thereof; c. the decision on buyback of securities; d. the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method; e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; g. short particulars of any other alterations of capital, including calls; h. financial results; i. decision on voluntary delisting by the Company from stock exchange(s). Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from end of the meeting for the day on which it has been considered.	
5	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and	Within 12 hours * (for agreements where the Company is a party); Within 24 hours (for agreements where

	termination(s) thereof	the Company is not a party).
5A	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations. Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.	Within 12 hours * (for agreements where the Company is a party); Within 24 hours (for agreements where the Company is not a party).
6	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad: For the purpose of this sub-paragraph: (i) ‘Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.	Within 24 hours

	(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable. Explanation 1 - In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days. Explanation 2 - Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity. Explanation 3 - Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.	
7	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case of resignation); Within 24 hours (in case of resignation)
7A	Resignation of the auditor of the Company, alongwith detailed reasons for resignation of auditor, as given by the said auditor.	Within 24 hours of receipt of such reasons from the auditor
7B	Resignation of independent director including reasons for resignation, along with following disclosures: i. The letter of resignation along with detailed reasons for the resignation as given by the said director. ia. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Within 7 days from the date of resignation

	ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided. iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.	
7C	Resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; alongwith the letter of resignation and detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director	Within 7 days that such resignation comes into effect
7D	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfill the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours *
8	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9	Resolution plan / Restructuring in relation to loans/borrowings from banks/financial institutions including the following details: i. Decision to initiate resolution of loans/borrowings; ii. Signing of Inter-Creditors Agreement (ICA) by lenders; iii. Finalization of Resolution Plan; iv. Implementation of Resolution Plan; v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.	Within 24 hours
10	One time settlement with a bank	Within 24 hours
11	Winding-up petition filed by any party / creditors.	Within 24 hours
12	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company	Within 12 hours *
13	Proceedings of Annual and Extraordinary General Meetings of the Company	Within 12 hours *

14	Amendments to memorandum and articles of association of the Company, in brief	Within 12 hours *
15	(a) (i) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors; (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events. Explanation I: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means. Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Company. (b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the prescribed manner.	At least two working days in advance (excluding the date of the intimation and the date of the meet) <u>Audio Recordings</u> – Promptly, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier. <u>Video Recordings</u> - Shall be made available on the website within forty-eight hours from the conclusion of such calls. <u>Transcripts</u> - Transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls
16	The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code: a. Filing of application by the corporate applicant for initiation of CIRP, also	Within 24 hours

	specifying the amount of default; b. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; c. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; d. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code; e. List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; f. Appointment/ Replacement of the Resolution Professional; g. Prior or post-facto intimation of the meetings of Committee of Creditors; h. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A (5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; i. Number of resolution plans received by Resolution Professional; j. Filing of resolution plan with the Tribunal; k. Approval of resolution plan by the Tribunal or rejection, if applicable; l. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: (i) Pre and Post net-worth of the company; (ii) Details of assets of the company post CIRP; (iii) Details of securities continuing to be imposed on the companies' assets; (iv) Other material liabilities imposed on the company; (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible	
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	securities; (vi) Details of funds infused in the company, creditors paid-off; (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.; (viii) Impact on the investor – revised P/E, RONW ratios etc.; (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control; (x) Brief description of business strategy.; m. Any other material information not involving commercial secrets. n. proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o. Quarterly disclosure of the status of achieving the MPS; p. The details as to the delisting plans, if any approved in the resolution plan	
17	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities: a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any. Explanation: For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-	Within 12 hours * (if initiated by the Company); Within 24 hours (if initiated by external agency).

	appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.	
18	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity. Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.	Within 24 hours
19	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed: i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s) /contravention(s)	Within 24 hours

	committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.	
20	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) suspension; (b) imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed: i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.	Within 24 hours Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A (20) of Part A of Schedule III of LODR shall be disclosed quarterly as part of Integrated Filing (Governance).
21	Voluntary revision of financial statements or the report of the Board of Directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours *
B.	Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)	
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *

2	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).	Within 12 hours *
3	Capacity addition or product launch	Within 12 hours *
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business	Within 24 hours
5	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7	Effect(s) arising out of change in the regulatory framework applicable to the Company	Within 24 hours
8	Pendency of any Litigation(s) / dispute(s) or the outcome thereof which may have an impact on the Company	Within 24 hours (except as provided under Regulation 30(6) of SEBI Listing Regulations) Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the Company.	Within 24 hours
10	Options to purchase securities including any ESOP/ESPS Scheme	Within 12 hours *
11	Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party	Within 12 hours *
12	Granting, withdrawal, surrender, cancellation or	Within 24 hours

	suspension of key licenses or regulatory approvals	
13	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Within 12 hours *
C.	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other 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 to avoid the establishment of a false market in such securities.	Within 24 hours
D.	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by the SEBI.

***Note:** In case the event or information emanates from a decision taken in a meeting of Board, the same shall be disclosed within 30 minutes or 3 hours, as applicable as per Regulation 30(6) of the SEBI Listing Regulations, from the closure of such meeting as against the timeline indicated in the table above.

Events as enumerated in Clause B above shall be considered material only on application of the following guidelines:

Qualitative Criteria:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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

Quantitative Criteria:

1. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;

- (2) 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;
 - (3) 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;
2. In respect to the above, it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration. The following illustration is provided in this regard for clarity:

Table: Illustration for calculation of average of absolute value of profit or loss after tax

(Amount in Rs. crore)	Profit / loss after tax	Absolute value of profit / loss after tax	Average of absolute value of profit/loss after tax for the 3 years
FY 2020-21	(20)	20	$(20+50+20) / 3 = 30$
FY 2021-22	50	50	
FY 2022-23	(20)	20	

Further, it is clarified that in case a listed entity does not have a track record of three years of financials, say, in case of a demerged entity, the aforesaid average may be taken for the period / number of years as may be available.

Notes:

1. In case where the criteria specified in sub-clauses (a), (b) and (c) 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.
2. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

Any other information / event viz. Major development that is likely to affect business:

Events / Information that may include but are not restricted to -

- a. Any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof;

- b. Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities;
- c. Market Sensitive Information;
- a. Any event which in the view of the Board is material.

Disclosure requirements for certain types of agreements binding the Company:

As per Regulation 30A of SEBI (LODR) Regulations, 2015:

- (1) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to these regulations, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements:

Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the listed entity, about the agreement to which such a listed entity is not a party and the listed entity shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

- (2) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the details of such agreements are available, in the Annual Report.

5. ADMINISTRATIVE MEASURES

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the Listing Regulations, the Board has established an internal system for reporting an event / information which may be material in nature.

Under the system,

- (a) the Chief Executive Officer, Chief Financial Officer and Company Secretary, for the time being of the Company will inform the Board of Directors about any event or information

which possibly may be material in nature, on the basis of the Guidelines mentioned in clause C of point no. 4 of the Policy; or

- (b) if any member of the Board of Directors of Company considers any event / information as material in nature.

The information provided under sub-clauses (a) and (b) above shall be properly assessed and based on the opinion of the Board members, the Chief Executive Officer / Chief Financial Officer of the Company in consultation with the Chairman of the Company determine the materiality of the event / information and thereupon the Chief Executive Officer and / or Company Secretary shall make the disclosure to the Stock Exchanges. In case if the disclosure is required to be made, it shall be made in the manner as prescribed below:

- i. Prepare draft announcement to the Stock Exchanges:** If the event / information is material, the Company Secretary will prepare draft announcement to be submitted to the Stock Exchanges which is factual and expressed in clear manner and thereafter obtain approval of the Chairman of the Company.
- ii. Lodge Announcements:** The Company Secretary on behalf of the Company will lodge or arrange for lodgment of the announcement with the Stock Exchanges. The Company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the information.
- iii. Post announcement on website:** After lodgment of the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be kept on the website for a minimum period of five years and thereafter as per the Policy for Preservation of Documents (Archival Policy) of the Company.

In the absence of the Company Secretary, the dissemination can be made by the Chairman or CFO.

6. GUIDANCE ON WHEN AN EVENT / INFORMATION IS DEEMED TO BE OCCURRED

1. The events/information shall be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders;
2. The events/ information that may be of price sensitive nature such as declaration of dividends etc., on receipt of approval of the event by the Board of Directors, pending Shareholder's approval;

3. In the events/information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

7. PROPER AND TIMELY DISCLOSURE OF MATERIAL EVENT / INFORMATION

For proper and timely disclosure of any material events/ information as defined hereon, the Company shall comply as under:

1. For determining materiality of any event/transaction, reference is to be made to this Policy and the Regulations.
2. Disclosure of the events enumerated in Clause 4(A)(4) above shall be made within 30 minutes or 3 hours, as applicable as per Regulation 30(6), of the conclusion of the Board Meeting at which such events were discussed along with the time of commencement and conclusion of the meeting.
3. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:
 - (i) thirty 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 meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board meeting;

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

- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - (iii) twenty four 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 listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity:

Provided further that the disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

Provided further that in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

Explanation - Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

4. Disclosure of any material development shall be made on a regular basis of any event; till the time the event is resolved/ closed.
5. The Stock Exchange shall also be regularly intimated about details of any change in the status and/ or any development thereon till the litigation or dispute is concluded and/ or is resolved.
6. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.
7. Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
8. Company may on its initiative also, confirm or deny any reported event or information to stock exchange(s).
9. In case where an event occurs or information is available with the Company, which has not been indicated above, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof.

8. AUTHORITY TO MAKE ALTERATIONS

The Board of Directors are authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with

the provisions of the Listing Regulations and any amendment thereto from time to time, and the decision of the Board in this respect shall be final and binding.

This revised Policy has been adopted by the Board of Directors of IITL Projects Limited vide Resolution passed on May 22, 2026 and shall be deemed to have come in to force from May 22, 2026.

Subsequent modification(s) / amendment (s) to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.

Note: The policy was initially made effective from November 06, 2015, thereafter it was amended on March 18, 2019 and was last amended by the Board of Directors in their meeting held on August 11, 2023.

Place: Mumbai

Date: May 22, 2026

1.	Dr. Bidhubushan Samal	:	
2.	Mr. Bipin Agarwal	:	
3.	Mr. Shriram Khandelwal	:	
4.	Mr. Shankar Narayan Mokashi	:	
5.	Ms. Sujata Chattopadhyay	:	