

POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION

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.

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.

"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.

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:

A. The following events/information specified in para A of Part A of Schedule shall be considered material and disclosed to the Stock Exchanges without applying any test of materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;
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.;
3. Revision in Rating(s);
4. Outcome of Meetings of the Board of the Company held to consider the following:
 - a. declaration of dividends and/or cash bonuses recommended or declared or the 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
 - 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).
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 termination(s) thereof;
6. Fraud/defaults by promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or promoter;
7. Change in Directors, Key Managerial Personnel, Auditor and Compliance Officer;

7A. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the independent director, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:

- i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges.
- 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 detailed reasons as specified in sub-clause (i) above.

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;

10. One time settlement with a bank;

11. Reference to BIFR and winding-up petition filed by any party / creditors; 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;

13. Proceedings of Annual and Extraordinary General Meetings of the Company;

14. Amendments to memorandum and articles of association of the Company, in brief;

15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

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 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;
- m) Approval of resolution plan by the Tribunal or rejection, if applicable;
- k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- l) Any other material information not involving commercial secrets.]

17. Re-classification of Promoter as Public Shareholder:- The following events shall be deemed to be material events and shall be disclosed by the Company to the stock exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the event:

- (a) receipt of request for re-classification by the Company from the promoter(s) seeking re-classification;
- (b) minutes of the board meeting considering such request which would include the views of the board on the request;
- (c) submission of application for re-classification of status as promoter/public by the Company to the stock exchanges;
- (d) decision of the stock exchanges on such application as communicated to the Company;

B. The following events/information specified in para B of Part A of Schedule upon occurrence of which the Company shall make disclosure to the Stock Exchanges after following the procedural guidelines as given in clause C below:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
3. Capacity addition or product launch;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) 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;
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.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

13. 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 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.

Without prejudice to the generality mentioned above, the Company may make disclosures of event / information as specified by SEBI from time to time.

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

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

3. In case where the criteria specified in above sub-clauses 1 and 2 are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

D. 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;

d. Any event which in the view of the Board is material.

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 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.

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.

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 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. All other events mentioned under Clause 4(A) and (B) above, other than those mentioned in the foregoing clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of a particular event. Provided that in case the disclosures is made after 24 hours of occurrence of a particular event, the Company shall along with such disclosures provide explanation for delay.
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 own 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 March 18, 2019 and shall be deemed to have come in to force from April 01, 2019. Subsequent modification(s) / amendment (s) to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.

Place: Mumbai

Date: March 18, 2019