



**JTL INFRA LIMITED**  
**MATERIALITY OF INFORMATION POLICY**

**Objective of the Policy:**

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the listed entity shall promptly inform to the stock exchanges of all events which are material, all information which is price sensitive and/or have bearing on performance/operation of the listed entity.

The objective of the Policy is to ensure timely and adequate disclosure of material events and price sensitive information under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by **JTL Infra Limited**.

**Key Principles in Determining Materiality:**

The Regulations also require the Board of Directors of a Listed Company to frame a Policy for determination of materiality in respect of certain events. Accordingly the Board of Directors of JTL Infra Limited ('The Company ') has laid down the following criteria for determining the materiality of an event or information for disclosure to Stock Exchange(s) where the shares of the Company are listed:

- A. Events which shall be disclosed without any application of test of Materiality are indicated in Para A of Part A of Schedule III.
- B. Events which shall be disclosed upon application of guidelines for Materiality are indicated in Para B of Part A of Schedule III.
- C. Any other information/ event viz. major development that is likely to affect the business.
- D. Any other information / event which has not been indicated in above A, B and C, which may have material effect on it.

**Disclosures of Events and Information:**

Event and Information specified in Part A of Schedule III shall be disclosed to the Stock Exchange by the Company as soon as reasonably possible and not later than 24 hours (Twenty-four hours) from the occurrence of the event.



In case of the disclosure is made after 24 hours of occurrence of such event or information, the Company shall along with the disclosures provide an explanation for delay of the same.

Provided that disclosure with respect to events / information specified in Sub-para 4 of Para A of Part A of Schedule III shall be made within 30 minutes (Thirty minutes) of the conclusion of the Board Meeting to the Stock Exchange by the Company.

**Authorisation for disclosures:**

The Board of Directors of the Company shall authorize from time-to-time, one or more Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchanges under this Policy and the contact details of such personnel shall also be disclosed to the Stock Exchanges and on the Company's website.

**Power to determine materiality:**

The Board of Directors/Key Managerial Personnel of the Company are severally authorised to determine the materiality of an event or information and for the purpose of making disclosure to stock exchange.

**Communication of this Policy**

For all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the web-site of the Company.

**Scope and Limitation**

In the event of any conflict between the provisions of this Policy and the Regulations or any other statutory enactments, the statutory enactments and Regulations shall prevail over this Policy.



### **Review of the Policy**

The Policy shall be subjected to review as may be deemed necessary and in accordance with any statutory/regulatory requirements.



Annexure – A

### SCHEDULE III

#### PART A: DISCLOSURES OF EVENTS OR INFORMATION

##### [Regulation 30]

The following shall be events/information, upon occurrence of which the Company shall make disclosure to stock exchanges:

**(A) Events which shall be disclosed without any application of the guidelines for 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.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean,-

(i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

(a) the listed entity holds shares or voting rights aggregating to five percent 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-para and such change exceeds two percent of the total shareholding or voting rights in the said company.

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 Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, 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 exchanges.
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 the Company or arrest of Key Managerial Personnel or promoter;
  7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
  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 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;

**PART B: Event which shall be disclosed upon application of the guideline for materiality**

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. 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).
- iii. Capacity addition or product launch.
- iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- v. 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.
- vi. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- vii. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
- ix. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity.
- x. Options to purchase securities including any ESOP/ESPS Scheme.
- xi. Giving of guarantees or indemnity or becoming a surety for any third party.



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

**Part 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.

**Part D** Without prejudice to the generality of para (A), (B) and (C) above, the company may make disclosures of event/information as specified by the Board from time to time