

# Ajmera Realty & Infra India Limited



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CIN NO. L27104 MH 1985 PLC035659

**POLICY FOR DETERMINING MATERIALITY OF EVENTS AND INFORMATION**  
**{Pursuant to Regulation 30(4) (ii) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015}**

**AJMERA REALTY & INFRA INDIA LIMITED**

Registered Office :- "CITI MALL, 2ND FLOOR, NEW LINK ROAD, ANDHERI (WEST), MUMBAI-400053"

<b>Approved By</b>	Board of Directors
<b>Version</b>	3
<b>Effective Date</b>	July 14, 2023

## **A. OBJECTIVE OF THE POLICY**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") has prescribed formulation of guidelines for determination of materiality of an event / information and procedures for fair disclosure of Material events and Unpublished Price Sensitive Information ("UPSI") to the Stock Exchanges.

The Ajmera Realty & Infra India Limited (the "**Company**") has adopted this Policy for determination of material events and information ("**Material Information**") recognizes its responsibility to its investors for disseminating material information in a fair, transparent and timely manner. Accordingly, the Company via this Policy is setting out the criteria for determining materiality and their appropriate disclosures.

## **B. INTERPRETATION**

Words and expressions used in this Policy have the same meaning as contained in Listing Regulations, and or other applicable laws and amendments made thereunder.

## **C. COMMITMENT TO CONTINUOUS DISCLOSURE**

The Directors, Key Managerial Personnel, shall be responsible in ensuring that the Company complies with the disclosure obligations by mainly focusing on the following:

- Ensuring that adequate processes and controls are in place for identification of disclosable information
- Determining the appropriate time at which the disclosures are to be made to the stock exchanges based on the assessment of actual time of occurrence of an event or information and ensuring that disclosures are disseminated within stipulated timelines
- 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 SEBI Listing Regulations and determine the materiality, proper time and contents of disclosure for such matters.

## **D. MATERIALITY ASSESSMENT AND DISCLOSURE REQUIREMENT**

1. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.
2. The events as specified in (A) of Part A of Schedule III of the Listing Regulations shall be disclosed irrespective of Materiality.
3. The events as specified in (B) of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality.
4. The Company shall apply the following guidelines for determination of Materiality of event(s) / information covered as above:
  - a) Materiality shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, the Company will consider following criteria:

1. The **omission** of an event or information:

- (a) Which is likely to lead to discontinuity or alteration of an event or information already available publicly; or
- (b) Which is likely to result in significant market reaction if the said omission comes to light at a later date; or
- (c) Whose value or the expected impact in terms of value, exceeds the lower of the following:
  - 2% of turnover, as per the last audited consolidated financial statements of the Company;
  - 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;
  - 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.

2. In case where the criteria(s) specified in (a), (b) and (c) above are not applicable, if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event/ information is considered Material.

- 5. The Company shall also promptly inform the stock exchange(s) of all events or information which are specified under Regulation 30 read with Schedule III of Listing Regulations.
- 6. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
- 7. In case an event or information is required to be disclosed by the listed entity 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.
- 8. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

## E. TIME FRAME FOR DISCLOSURE OF INFORMATION

The Company will disclose all the material events / information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder as detailed below:

Nature of information	Timelines for disclosure
<p><b>Developments happening or information originating within the Company</b>  <i>This shall include the following:</i></p> <ul style="list-style-type: none"> <li>• Any internal event / information which is likely to be considered as material.</li> <li>• Any external event / information which is materially impacting the Company including its subsidiaries and if the same has been formally communicated to the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Events / Information requiring Board approval:</b> Within 30 minutes from closure of Board meeting in which matter is approved</li> <li>• <b>Events / Information NOT requiring Board approval:</b> Within 12 hours</li> </ul>
<p><b>Information originating outside the Company that is informed by a third party</b>  <i>This shall include the following:</i></p> <ul style="list-style-type: none"> <li>• Any external event / information which is materially impacting the Company including its subsidiaries and if the same has NOT been formally communicated to the Company.</li> </ul>	<p>Within 24 hours</p>
<p><b>Outcome of board meeting for matters specified in Schedule III</b></p>	<p>Within 30 minutes of the conclusion of Board Meeting</p>
<p><b>Schedule of analysts or institutional investors meet</b></p>	<p>At least 2 working days in advance (excluding the date of the intimation and the date of the meet)</p>
<p><b>Presentation and audio / video recording of analyst / investor meet</b></p>	<p>Before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier</p>
<p><b>Transcripts of analyst / investor meet</b></p>	<p>Within 5 working days of conclusion of such call</p>
<p><b>Agreements binding the Company as specified in Clause 5A of Para A of Part A of Schedule III of Listing Regulations</b></p>	<p><b><u>Any Future Agreement where the Company is not a party to the agreements:</u></b>            All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements, shall inform the Company about the agreement to which <b><u>Company is not a party, within 2 working days</u></b> of entering into such agreements or signing an agreement to enter into such agreements.            The Company shall then inform the stock exchange(s) within 24 hours of receipt of this information.</p> <p><b><u>Any Future Agreement where the Company is a party to the agreements:</u></b></p> <ul style="list-style-type: none"> <li>• <b>Agreements post Board approval:</b> Within 30 minutes from closure of Board meeting in which Agreement is approved</li> <li>• <b>Events / Information requiring Board approval:</b> Within 12 hours of entering into such agreements or signing an agreement to enter into such agreements</li> </ul>

#### **F. AUTHORITY FOR DETERMINING MATERIALITY AND DISSEMINATION OF THE INFORMATION THEREUNDER**

As prescribed under Regulation 30 of Listing Regulations, The Board has authorized any of the Key Managerial Personnel of the Company to act severally in determining the materiality of the event or information and for purpose of making disclosure to stock exchange(s).

#### **G. ANALYST & INVESTOR MEETS**

The Company participates in various analyst and investor meets from time to time. In such meets, the Company shall ensure the following:

1. No Market sensitive information will be disclosed at these meetings unless it is simultaneously released to the stock exchange(s)
2. If market sensitive information is inadvertently released, it will be released to the stock exchange(s) as soon as possible but not later than timelines specified under Listing Regulations
3. Questions that deal with market sensitive information, shall not be answered by the management
4. Investor presentations shall also be made available on the Company's website

#### **H. LIMITATION & AMENDMENT**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.