

MADHAV INFRA PROJECTS LIMITED

POLICY ON DISCLOUSER OF MATTERIAL EVENTS/ INFORMATION

(Effective from 01st December, 2015)

1) Preface

The Board of Directors (the “Board”) of Madhav Infra Projects Limited (the “Company”) has accepted the following policy and procedures with regard to Disclosure of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 (“SEBI Circular”).

2) Scope

This Policy is applicable to all disclosures and communications by the Company that must be made with regard to material events or information as stipulated under the LODR Regulations and this Policy.

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (LODR) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there-under, and as amended from time to time.

3) Definitions

- i. **“Board”** or **“Board of Directors”** means the collective body of the Directors of Madhav Infra Projects Limited, as may be re-constituted from time to time.
- ii. **“Company”** means Madhav Infra Projects Limited.
- iii. **“Independent Director”** means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 entered into with the stock exchanges.
- iv. **“Policy”** means Policy on Disclosure of Material Events/Information.
- v. **“Material Events”** are those that are specified in Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.
- vi. **“Other Events”** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation(4).
- vii. **“LODR Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- viii. **“Key Managerial Personnel”** (KMP) of the Company includes Chairman & Managing Director (CMD) / Whole-time Directors, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to

disclose events to Stock Exchange and /or as defined in the Companies Act 2013.

4) Criteria for disclosure of Events / Information

- I. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
- II. 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;
- III. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

5) Considered Material Events

- i. Events/Information upon occurrence of which the Company is required to make disclosure as per Schedule III of the SEBI (LODR) Regulations, 2015 are mentioned in *Annexure I*.
- ii. The events /information mentioned under Part A of the Annexure shall be disclosed at the earliest not later than 24 hours from the occurrence of events/information. If disclosure could not be made within stipulated time then disclosure made shall provide an explanation for the delay.
- iii. Disclosure with respect to outcome of the decision of the Board meeting pertaining to specified events are required to be disclosed within thirty minutes of the conclusion of the board meeting.
- iv. In addition to the above, any event /information so decided by the Exchange/SEBI to be material shall also be disclosed as per directions of Stock Exchange /SEBI.

6) Authority for determination of Materiality of Events/ Information

The Chairman & Managing Director (CMD) and /or Director (Finance) are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its time line for disclosure of information as specified above to the stock exchanges, subject to such information being placed at the earliest before the Board after the said information being made public.

OR

The KMP are severally authorized by the Board of Directors of the Company to determine the materiality of an event or information and to make appropriate disclosures to Stock Exchange(s) under the LODR Regulations on a timely basis, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

7) Disclosure of Events/ Information on Subsidiaries

The Chairman & Managing Director (CMD) and /or Director (Finance) are hereby jointly and severally authorised to determine whether the event / information about



its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

8) Compliance Officer

The Compliance Officer for the purpose of complying with the provisions of the LODR Regulations shall be the Company Secretary of the Company.

9) Website Updation/ Updates to Stock Exchange(s)

- i. The Company shall update all disclosures made under the regulations to the stock exchanges on its website and shall continue to host on the website for a minimum period of five years.
- ii. The Compliance Officer of the company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

10) Amendments

The Board shall have the power to amend any of the provisions of this Policy and to substitute any of the provisions with a new provision or replace this entire Policy with a new Policy to comply with any regulatory amendments or statutory modifications issued by Stock Exchanges/SEBI or any other Authority.

Amit Khurana

Chairman and Managing Director



Annexure I

- A. Details which the Company needs to disclose for the events that are deemed to be material as specified in Para A of Para A of Schedule III of SEBI (LODR) Regulations
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 Company holds shares or voting rights aggregating to five 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 sub–para and such change exceeds two per cent 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), outcome of Meetings of the board of directors, held to consider the following:
 - 4.1 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;
 - 4.2 Any cancellation of dividend with reasons thereof;
 - 4.3 The decision on buyback of securities;
 - 4.4 The decision with respect to fund raising proposed to be undertaken
 - 4.5 Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - 4.6 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;
 - 4.7 Short particulars of any other alterations of capital, including calls;



- 4.8 Financial results;
 - 4.9 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 (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 (“CDR”)
 10. One time settlement (OTS) 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
- B. Details which the Company needs to disclose for the events that are material as specified in Para B of Para A of Schedule III of SEBI (LODR) Regulations
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



- 2.1. arrangements for strategic, technical, manufacturing, or marketing tie-up,
- 2.2. adoption of new lines of business or
- 2.3. 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 Company entity

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.

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.



Annexure II

Guidance on when an event/information has occurred:-

1. The Company may be confronted with the question as to when an event/information can be said to have occurred.
2. 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.
 - 2.1. In the former, the events/information can 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. 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.
 - 2.2. 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. Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.