

# JCK INFRASTRUCTURE DEVELOPMENT LIMITED

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS FOR DISCLOSURE

### PREFACE:

JCK Infrastructure Development Limited (the Company) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company's securities are listed on the Metropolitan Stock Exchange of India Limited (MSEI) and the Company must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations). Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to its stakeholders. It is in this context that the Policy on Determination of Materiality for Disclosure(s) ("Policy") is being framed and implemented.

### DEFINITION:

In this policy, unless the context requires otherwise:-

- a. **"Board of Directors"** shall mean the Board of Directors of JCK Infrastructure Development Limited.
- b. **"Chief Financial Officer"** or **"Whole time finance director"** or **"Head of finance"** by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognised stock exchange(s) in its filing under the Listing Regulations.
- c. **"Key Managerial Personnel"** means Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary of the Company.
- d. **"Officer"** includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and includes Promoter of the Company.
- e. **"Promoter"** and **"Promoter Group"** shall have the same meaning as assigned to them respectively in clause (za) and (zb) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

## **OBJECTIVE**

The Policy aims to provide a framework for determining materiality of events and information for the purpose of making disclosure to Stock Exchange(s) in terms of sub regulations 3 and 4 of Regulation 30 of Listing Regulations.

## **CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION**

The following criteria shall be considered for determination of materiality of events and information:

- I. The event or information, omission of which is likely to result in discontinuity or alteration of event or information already available publicly; or
- II. The event or information, omission of which is likely to result in significant market reaction if disclosure or disclosure regarding omission came to light at a later date;
- III. In case where the criterion specified in sub-clauses (I) and (II) are not applicable, an event/information may be treated being material, if in the opinion of the Board of Directors of the Company, the event or information is considered material.

## **MATERIAL EVENTS AND INFORMATION**

### **Disclosures to be made based on Materiality Guidelines of the Policy:**

1. Commencement or any postponement in the date of commencement of commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Significant capacity addition.
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(es) 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. Significant impact on financial, operational, strategic or reputation arising out of change in the regulatory framework.
8. Significant litigation(s) / dispute (s) /regulatory action(s) with that impacts the financial, operational, strategic or reputation of the Company.
9. Fraud/defaults etc. by Directors, Key Managerial Personnel or employees one level below the Senior Management of the company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving significant guarantees or indemnity or becoming a surety for any third party.

12. Granting, Withdrawal, surrender, cancellation or suspension of key/material licenses or material regulatory approvals.
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, any change of accounting policy that may have a significant impact on the account, 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.

**Disclosures to be made irrespective of Materiality Guidelines of the Policy:**

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 listed entity 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 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 Meeting 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) 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 buy back 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 alternations 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 listed entity), 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 of 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 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.
  12. Proceedings of Annual and extraordinary general meetings of the company.
  13. Amendments to memorandum and articles of association of company, in brief.
  14. Schedule of Analyst or institutional investor meet and presentations of financial results made by the Company to analysts or institutional investors.

#### **AUTHORITY**

The Board of Directors of the Company has authorised the Managing Director, Chief Financial Officer and Company Secretary ("Authorised persons"), to determine the materiality of any event/information for the purpose of disclosure to the Stock Exchange(s).

The disclosures shall be made according to the directions of the Managing Director and/or Chief Financial Officer of the Company where the determination of materiality is involved. Normally, the Company Secretary shall make necessary disclosures of events or information to the Stock Exchanges under Regulation 30 Schedule III Part A and Para A of Listing Regulations. However, such disclosures can also be made either by Chief Financial Officer or Managing Director of the Company.

**DISCLOSURE ON THE COMPANY WEBSITE**

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website for a minimum period of five years and thereafter as per the archival policy, as disclosed on the website.

**AMENDMENT**

This Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. Any provision in this policy, insofar as it is inconsistent or contradictory with the provisions of law and/ or any statutory enactments shall, to the extent of such inconsistency, be void and the provisions of law/ statutory enactment shall prevail.