

RDB REALTY & INFRASTRUCTURE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY

The Securities Exchange Board of India, on 2nd September, 2015, has come out with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the Listing Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ('LODR Amendments') and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ('SEBI Circular'). By virtue of the said Regulations, 2015, RDB Realty & Infrastructure Limited (the "Company") recognizes the need to frame a policy to determine the material events by testing the materiality as required under Regulation 30 for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

Further, Regulation 30 of the Listing Regulations divides the event(s) / information requiring disclosure into two categories, One – Event(s) / information that are deemed as Material (**'Para A Events'**) and Two – Event(s)/ information, materiality of which is to be determined by application of materiality criteria (**'Para B Events'**).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality. The purpose of this Policy is to guarantee fair disclosure of material information to the public and to make sure that the disclosure is prompt, correct, relevant and not misleading, and that all market participants have simultaneous access to any share price sensitive information.

1. Applicability

This Policy shall be applicable to all events in the Company, as and when they come under the criteria enumerated in the Policy.

2. Definitions

2.1. "**Act**" shall mean the Companies Act, 2013 and the Rules framed there under including any modifications, clarifications, circulars or re-enactment thereof.

2.2 "**Board**" shall mean the Board of Directors of the Company;

2.3. "**Committee**" shall mean a Committee constituted by the Board for the purpose of determination of materiality under this Policy, which shall consist of two or more Key Managerial Personnel of the Company as may be decided by the Board from time to time;

2.4. "**Company**" shall mean RDB Realty & Infrastructure Limited;

2.5. "**Compliance Officer**" shall mean the Company Secretary of the Company;

2.6. **"Key Managerial Personnel / KMP"** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-

- a. the Chief Executive Officer or the managing director or the manager;
- b. the company secretary;
- c. the whole-time director;
- d. the Chief Financial Officer;
- e. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- f. such other officer as may be prescribed;

2.7. **"Market Sensitive Information"** shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company's sector.

2.8. **"Net Worth"** shall have the meaning assigned to it in Section 2(57) of the Act;

2.9. **"Officer"** means as assigned to the term in Section 2(59) of the Act of the Companies Act, 2013 and shall include Promoters of the Company;

2.10. **"Policy"** means this policy, as amended from time to time.

3. Policy

- A. Unless otherwise decided by the Board, the Managing Director, the Whole-time Director, the Chief Financial Officer and the Company Secretary shall be authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the stock exchanges.

The contact details of any of the KMPs so designated or members of the Committee, if so constituted, shall be disclosed to the stock exchange and also be placed on the Company's website.

- B. Events which are deemed to be Material Events:

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) ('Para A Events') without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.

- C. Besides per se Material Information, an event / information as mentioned in Para B, C & D of Part A of Schedule III of the Listing Regulations, would be deemed as Material Information.

4. Guidelines for determining materiality of events or information:

Quantitative criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- a) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
- b) 2% (two per cent) of consolidated 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); or
- c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the SEBI Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration. The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Circular. It is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

Qualitative criteria would mean an event/ information:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) 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
- c) any other 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.

5. Disclosure

The Company shall first disclose to the stock exchange (s) all events or information which are material in terms of the provisions of Regulation 30(6) of Listing Regulation as soon as reasonably possible and in any case not later than the following

- a) For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
- b) For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
- c) For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

In this regard, the Company shall evaluate the event / information to when it can be said to have occurred, depending 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 becomes aware of the event/information.

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 (as defined in Companies Act, 2013) becomes aware of the event or comes into possession of the information in the course of the performance of his duties. In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

- For determining materiality of any event/transaction, reference is to be made to this Policy and the Regulations.
- All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of five years.
- The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company and whose disclosure is likely to materially affect the share price of the Company.
- Without prejudice to the events as stated in Para (A), (B) and (C) above, the Company shall make disclosure of event or information as specified by the SEBI or Stock Exchanges from time to time.

6. Dealing with Ambiguous Information

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under Listing Regulations as applicable to the Company and amendment made thereon from time to time.

7. Authorize 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

The following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/information requires Stock Exchange disclosures and for the purpose of making disclosures and disseminate any material event or information to the Stock Exchanges within the applicable timelines ('Authorized Person(s)'):

1. Managing Director or Whole -time Director;
2. Chief Financial Officer;
3. Company Secretary & Compliance Officer
4. Manager, if any.

The materiality of events/information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The authorised persons may also, as a collective, consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/information requires a Stock Exchange Disclosure.

Details of the above referred KMPs and officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

8. Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provisions with the new provision(s) or replace the Policy entirely with a new Policy. The Company Secretary, being the Compliance Officer, is also authorized to make amendment in this Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this policy does not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations.

9. Scope & Limitation

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

10. Dissemination of Policy

This Policy shall be hosted on the website of the Company.