



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

Policy for determination of Materiality of any Event / Information [Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. INTRODUCTION

Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“the LODR Regulations”), requires every Listed Company to disclose material events/ information and to frame a policy to determine material events/information for the purpose of sufficient and timely disclosure of the same to the Stock Exchange(s). Accordingly, this policy has been framed in accordance with Regulation 30(4) (ii) of the LODR Regulations.

Further SEBI in order to bring more transparency and to ensure timely disclosure of material events / information by listed entities has amended the LODR Regulations vide its Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

The policy aims at ensuring that all such information is adequately disseminated in a fair and timely manner in pursuance with the Listing Regulations and to provide an overall governance framework for determination of materiality. This Policy can be modified and/or amended with the approval of the Board of Directors only.

2. MATERIAL EVENTS / INFORMATION TO BE DISCLOSED

A. Events / Information which shall be deemed material and shall be disclosed to the Stock Exchanges without any application of the guidelines for materiality as specified in sub- regulation (4) of regulation (30). –

1. Acquisition(s) (including agreement to acquire) Scheme of Arrangement (amalgamation / merger/demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate Company of the listed entity or any other restructuring.

Explanation (1) - For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreement to acquire shares or voting rights in, a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - (a) the listed entity 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 this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company, or;
 - (c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (2) – For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.

- 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. New Rating(s) or Revision in Rating(s).
- 4. Outcome of Meetings of the Board of Directors: The listed entity 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 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 exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it was considered.

- 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.
- 5A Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner

6. Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- (i) ‘Fraud’ shall include fraud as defined under Regulation 2(1) (c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) ‘Defaults’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.]

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Senior Management, Auditor and Compliance Officer.
- 7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- 7B) Resignation of Independent Director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. The letter of resignation along with detailed reasons for the resignation as given by the said director
 - (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. The confirmation as provided by the Independent Director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
- 7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect.

- 7D) In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of share transfer agent.
 9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
 10. One time settlement with a bank.
 11. 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 the Company.
 15. (a) Schedule of analysts or institutional investors meet⁴²⁷[at least two working days in advance (excluding the date of the intimation and the date of the meet)]and presentations made by the listed entity to analysts or institutional investors. Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.
 - (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - (iii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.
 16. The events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
 17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the disclosures shall be made to the stock exchanges by listed entities
 18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation –“social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules,

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity,
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary,
21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

The details which the Company needs to disclose with the above events / information are given in **Annexure I** of Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

B. Events / Information which shall be considered material and shall be disclosed to the Stock Exchanges upon application of the guidelines / criterion for materiality as mentioned in Clause (C) of this Policy-

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up, or
 - (b) adoption of new line(s) of business; or
 - (c) 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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

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.

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

C. The Events / Information as enumerated in Clause (B) of this Policy shall be considered Material only on application of the following guidelines/criteria-

1. The criteria for determination of materiality of events / information is specified in regulation 30(4) of the LODR Regulations. One of the criteria is that the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
- ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
- iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

3. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the SEBI Listing Regulations, the Board of Directors of the Company has constituted a Committee of Key Managerial Personnel (KMPs) for the purpose of determination of materiality of any event / information so that the event / information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges.

Employees of the Company in the grade of Associate Vice Presidents and above, the Head of various Departments / Divisions etc. of the Company who are responsible for relevant areas of the Company's operations (Responsible executives) must report to the Committee of KMPs (constituted for the purpose of determination of materiality of any event / information) any event / information which may possibly be material or of which they are unsure as to its materiality. The event / information should be reported immediately after such Responsible executive becomes aware of it.

On receipt of communication of potential material event / information, the Committee of KMPs will assess and examine the accuracy and materiality of such event / information for the purpose of reporting to the Stock Exchanges and after making such assessment, the Committee of KMPs will immediately authorize the Company Secretary to lodge / disseminate the said event / information to the Stock Exchanges. Where the Committee of KMPs is not certain about materiality of event / information, they may refer the matter for external legal advice.

The Committee of KMPs, constituted for the purpose of determination of materiality of any event / information for the purpose of reporting to the Stock Exchanges, shall comprise as under-

Name	Designation	Contact Details
Mr. Sunil Jha Committee Member	Managing Director	033-40202020 sunil.jha@shristicorp.com
Mr. Ravikant Baheti Committee Member	Chief Financial Officer	033-40202020 ravikant.baheti@shristicorp.com

Mr. Krishna Kumar Pandey, Company Secretary, shall be responsible to disseminate the material events/information to the Stock Exchanges as determined by the Committee. His contact details are as below:

Mr. Krishna Kumar Pandey
Company Secretary
Email: Krishna.pandey@shristicorp.com
Phone: 033-40202026

4. INTERPRETATION

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

5. PROCESS OF REPORTING / DISCLOSURE

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

- (i) 30 minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (iii) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations, shall be made within such timelines:

In case the disclosure is made after the timelines specified under the Listing Regulation, then, along with such disclosure, Company shall provide the explanation for the delay.

Disclosure of any material development, with relevant explanations, shall be made on a regular basis of any event / information, till such time the event is resolved / closed.

All the disclosures submitted to the Stock Exchanges under the SEBI Listing Regulations and this Policy shall also be hosted on the Website of the Company for a minimum period of 5 (five) years from the date of its disclosure and thereafter archived as per the document Preservation Policy of the Company.

The Company shall also disclose all the events / information with respect to its Subsidiaries which are material for the Company.

6. EXCEPTIONS

Notwithstanding the foregoing, the following events / information shall not be treated as material events / information and will not require disclosure to the Stock Exchanges:

- Mere discussion on any transactions or signing non-disclosure agreement or any understanding for carrying out due diligence for any transactions shall not be treated as material event or information;
- The Company is not required to disclose agreements / contracts which are in the nature of ordinary course of business;
- The Company is not required to disclose details of giving of guarantees or indemnity or becoming a surety for any third party, which are in the nature of ordinary course of business;
- The Company shall not disclose any fraud / defaults made by employees of the Company, until the receipt of the final binding Order.

7. MARKET RUMOURS / STOCK EXCHANGE QUERIES

As a matter of best practice, the Company shall refrain from commenting on any market rumours and speculations. However, at times the Stock Exchanges might seek for clarifications on the market rumours which will be dealt with by the Company accordingly.

Further, the Company shall provide specific and adequate reply to all the queries raised by Stock Exchanges w.r.t. any events / information. The Company may, on its own initiative, also confirm or deny any reported event or information to the Stock Exchanges.

8. AMENDMENT

The Board is authorized to make such alterations to this Policy as considered appropriate. However, such alterations shall not be inconsistent with the provisions of the SEBI Listing Regulations.

9. MEANING OF WORDS AND EXPRESSIONS

All the words and expressions used in this Policy shall have meaning respectively assigned to them under the SEBI Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made / issued thereunder, as amended from time to time.

Place: Kolkata

Date: 12.08.2023

This Policy for the Board of Directors at its Meeting has approved Determination of Materiality of any Event / Information held on 14.11.2015 and shall be effective from 01.12.2015. This Policy has been revised on 11.02.2022 and 12.08.2023. This Policy shall be displayed on the website of the Company.