

OMAXE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION **[Policy last amended on August 10, 2023]**

1. PREFACE

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the Board of Directors had formulated and approved the “Policy for determination of materiality of events or information” at its meeting held on November 4, 2015 for disclosures of material events or information.

This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR 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”) and the amended Policy is applicable to the Company with effect from July 14, 2023.

2. PURPOSE OF THE POLICY

The purpose of this policy is to define the criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the LODR Regulations, 2015 and to disclose material events or information to stock exchange(s).

3. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS WITHOUT APPLICABILITY OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) (“**Annexure I Events**”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Annexure I Events shall be in compliance with the requirements of the SEBI Circular.

4. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para B of Part A of Schedule III of the LODR Regulations (“**Annexure II Events**”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION:

A. Qualitative criteria:

Qualitative criteria would mean an event/ information:

- i) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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; or
- iii) 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.

B. Quantitative criteria:

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:

- i) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
- ii) 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
- iii) 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 Annexure II Events shall be in compliance with the requirements of the SEBI Circular.

For the avoidance of doubt, 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.

6. CRITERIA FOR DETERMINING MATERIALITY OF AN EVENT WHEN AN EVENT/INFORMATION HAS OCCURRED

- a) In certain instances, it would depend upon the stage of discussion, negotiation or approval. In that case, the events/information can be said to have occurred upon receipt of approval of the Board and/or upon the receipt of approval of both the Board and the Shareholders.

However, for events where the price sensitivity factor is involved: e.g. – decision on declaration of dividends etc., the disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholders' approval.

- b) In certain instances, where no such discussion, negotiation or approval is involved, the event/information can be said to have occurred when a Company becomes aware of the event/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 the duties.

7. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/INFORMATION

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

- a) 30 (thirty) 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;
- b) 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

- c) 24 (twenty) four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

8. AUTHORIZED PERSON FOR THE DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

The Chairman of the Company, Executive Directors, Director-Operations, Director- Finance, Chief Financial Officer and the Company Secretary are the persons authorized (“Authorized Persons”) for determination of materiality of any event or information.

The Company Secretary is authorized to make disclosures to stock exchange(s) under the LODR Regulations. The details of Authorized Persons shall be disclosed to the stock exchange(s) and also to be made available on Company’s website.

9. PROCEDURE FOR DISCLOSURE OF MATERIAL EVENTS

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the Board has established an internal system for reporting any event or information which may require disclosure so that the event or information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges.

Under the system, Senior Management Personnel, Head of Departments, Project Head, Business Heads etc., who are responsible for relevant areas of the Company’s operations (Responsible Officer(s)) must report to the Authorized Persons about any such events for which disclosure is required to be submitted with the stock exchange(s).

In case such event or information is required to be disclosed or material in nature is not in the knowledge of Responsible Officer or comes to his knowledge subsequently, the Responsible Officer shall report immediately upon becoming aware of it.

On receipt of communication of material event or information the matter will be reviewed and accessed in regard to its accuracy and necessity of disclosures of such event or information in terms of this policy. Where the Company is not certain about materiality of event/information, it may refer the matter to the external legal advice.

For disclosing the event / information, the following procedure is to be followed:

- a) Prepare draft announcement to the Stock Exchanges: The Company Secretary on the basis of inputs received from the Authorized Persons will prepare draft announcement to be disclosed to the Stock Exchanges which is factual and expressed in clear manner.
- b) Lodge Announcements: The Company Secretary will lodge or arrange for disclosure of the announcement with the Stock Exchange(s).
- c) Post announcement on website: After disclosure of the announcement, the Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be kept on the website as per the Archival Policy of the Company.

10. AMENDMENT AND LIMITATION

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new 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, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to sever from the Policy and the rest of the Policy shall remain in force.

11. COMMUNICATION OF THIS POLICY

The copy of this policy shall be uploaded on the website of the Company and shall also be circulated among all the Directors, Authorized Persons and Responsible Persons. The new employees shall be informed about the policy by the Human Resource Department.

ANNEXURE- I EVENTS

Events which shall be disclosed without any application of the guidelines for materiality (deemed to be material) as specified in Para A of Part A of Schedule III of Listing 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), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company 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:
 - b) 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
 - c) 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-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or
 - d) 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-para, “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.

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.

- 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 listed entity 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 has been 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).

6) Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

Provided that such agreements entered into by a Company 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 Company or they are required to be disclosed in terms of any other provisions of LODR regulations

7. Fraud/ Defaults by a Company, its promoter, its director, key managerial personnel, Senior Management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.

For the purpose of this point:

- (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) 'Default' 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.

8. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.

- A. 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.
- B. 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.
- C. 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.
- D. 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).

9. Appointment or discontinuation of share transfer agent.

10. 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.

11. One time settlement (OTS) with a Bank.

12. Winding-up petition filed by any party / creditors.

13. 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.

14. Proceedings of Annual and Extraordinary General Meetings of the Company.

15. Amendments to memorandum and articles of association of Company, in brief;

16. Investor Meet

A) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.

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;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

17. The following events in relation to the corporate insolvency resolution process (CIRP) of a Company corporate debtor under the Insolvency Code:

- a. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
- d. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- e. List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- f. Appointment/ Replacement of the Resolution Professional;
- g. Prior or post-facto intimation of the meetings of Committee of Creditors;
- h. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016
- i. Number of resolution plans received by Resolution Professional;
- j. Filing of resolution plan with the Tribunal;
- k. Approval of resolution plan by the Tribunal or rejection, if applicable;
- l. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - i. Pre and Post net-worth of the company;
 - ii. Details of assets of the company post CIRP;
 - iii. Details of securities continuing to be imposed on the companies' assets;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid-off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii. Impact on the investor – revised P/E, RONW ratios etc.;
 - ix. Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - x. Brief description of business strategy.
- m. Any other material information not involving commercial secrets.
- n. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o. Quarterly disclosure of the status of achieving the MPS;
- p. The details as to the delisting plans, if any approved in the resolution plan.

18. In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:

- a. The fact of initiation of forensic audit along-with name of initiating the audit and reasons for the same, if available;
- b. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management.

19. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a Company, in relation to any event or information which is material for the company in terms of Regulation 30 and is not already made available in the public domain by the Company.

20. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company , in respect of the following:

- a. search or seizure;
- b. re-opening of accounts under section 130 of the Companies Act, 2013;
- c. investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company , quantifiable in monetary terms to the extent possible.

21. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company , in respect of the following:

- a. suspension;
- b. imposition of fine or penalty;
- c. settlement of proceedings;
- d. debarment;
- e. disqualification;
- f. closure of operations;
- g. sanctions imposed;
- h. warning or caution;
- i. any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company , quantifiable in monetary terms to the extent possible.

22. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

Annexure II Events

Event which shall be disclosed upon application for materiality in terms of Para B of Part A of Schedule III of Listing Regulations

- 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 Company:**
 - a) Arrangements for strategic, technical, manufacturing, or marketing tie-up
 - b) Adoption of new line(s) of business
 - 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, revision(s) or amendment(s) and 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) / dispute(s) or the outcome which may have an impact on the Company:**
- 9. Frauds/ 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 name 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:**