

SIMPLEX INFRASTRUCTURES LIMITED

Policy For Determination Of Materiality Of Events Or Information

(As approved and revised by the Board of Directors on 14.02.2019)



SIMPLEX INFRASTRUCTURES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Legal Framework

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), a Listed entity is required to frame a policy for determination of materiality of events or information which are required to be disclosed to the Stock Exchanges.

Accordingly, the Board of Directors (the “**Board**”) of Simplex Infrastructures Limited (the “**Company**”), at its board meeting held on November 14, 2015, approved this Policy with regard to determination of Materiality of events or information which are price sensitive and/ or may have bearing on the performance or operation of the Company, thereby necessitating disclosure to the Stock Exchanges where the equity shares of the Company are listed.

This Policy will be applicable to the Company effective December 1, 2015. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors of the Company have revised the below Policy at its meeting held on February 14, 2019.

The revised Policy shall be effective from April 01, 2019.

2. Objective

The objective of this Policy is to ensure timely and adequate disclosure of events/ information that need to be disclosed to the stock exchanges pursuant to Regulation 30 of Listing Regulations.

3. Applicability

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

The Listing Regulations divide the events that need to be disclosed to the Stock Exchanges as follows:

(A) The Company shall make disclosure of events / information specified in Para A of Part A of

Schedule III of the Listing Regulations without applying any test of materiality to the stock exchanges within specified timelines. The list of such events is enclosed as **Annexure-1**

- (B) The Company shall make disclosure of certain events specified in Para B of Part A of Schedule III of the Listing Regulations, based on application of the criteria for determination of materiality as specified in para 4. The list of such events is enclosed as **Annexure-2**
- (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 Company which may be necessary to enable the shareholders of the Company to appraise its position and to avoid the establishment of a distorted market in such securities, would be disclosed as advised by the Board from time to time.
- (D) Without prejudice to the generality of para (A),(B) and (C) above, the Company may make disclosure of event/ information as specified by the Board from time to time.

4. Criteria for determination of materiality of events / information:

The Company shall consider the following criteria for determination of materiality of event / information as stated in detail in Annexure-2:-

- 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;
- c) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of listed entity, the event / information is considered material.

Without prejudice to the generality of a,b,and c above, the Company may make disclosures of event/information as specified by the Board from time to time. Materiality has to be determined on a case-by-case basis depending on specific facts and circumstances relating to the information or event.

5. Disclosure of material events / information :

- (a) The Company shall disclose to the stock exchanges of all events, as specified in Para 3 of this policy, or information as soon as reasonably possible and not later than 24 hours from the occurrence of the event/information. In the event the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide an explanation for such delay. However, the disclosure with respect to events specified in sub-para (iv) of Para A of Part A of Schedule III of Annexure-1 shall be made within thirty minutes of the conclusion of the board meeting.

(b)The Company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/closed, and to be disclosed to the stock exchanges with relevant explanations.

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

(d) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company

6. Exceptions

Notwithstanding the events/ information mentioned in Annexure-2 in detail, the following events/ information shall not be treated as material events/ information and will not require disclosure to the Stock Exchanges:

(a) 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;

(b) The Company is not required to disclose agreements/ contracts which are in the nature of ordinary course of business

(c) 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;

(d) The Company shall not disclose any fraud/ defaults made by employees of the Company, until the receipt of the final binding order.

7. Authorization for disclosures

(a) Regulation 30(5) stipulates authorization of Key Managerial personnels (KMP) for determining materiality of event. Accordingly, the Board of Directors of the Company has authorised the Chief Executive Officer, Chief Financial Officer and the Company Secretary (Authorised Persons) to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Persons may refer the matter to the Board for their guidance as and when necessary,

(b) The contact details of the Authorised Persons under this policy are as follows:

Mr.A.N.Basu Whole-time Director email:atin@simplexinfra.com phone:033 23011206	Mr.S.Dutta Whole-time Director & Chief Financial Officer email:sukumardutta@simplexinfra.com phone:033 23011201
Mr.B.L.Bajoria Sr.V.P & Company Secretary e-mail:blbajoria@simplexinfra.com phone:033 23011 203	

7. Disclosure on the website of the Company

All such events or information which has been disclosed to stock exchanges under the Listing Regulations shall be made available on the Company's website. Such events or information shall be placed on the website of the Company for a minimum period of five years. The Policy and the contact details of the persons authorized by the Board shall be available on the website of the Company.

8. Amendment

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.

Para A of Part A of Schedule III of the Listing Regulations**Events/ information which shall be disclosed
without any application of the guidelines for materiality**

i. 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,-

- a. acquiring control, whether directly or indirectly; or,
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -

- 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;
- 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.

ii. 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.

iii. Revision in Rating(s).

iv. Outcome of Meetings 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 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).

v. 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.

vi. Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter.

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

viii. In case of resignation of the Auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

ix. In case of resignation of an Independent Director, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges:

- a) Detailed reasons for the resignation of the Independent Director as given by the said director
- b) The Independent Director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- c) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (a) above.

x. Appointment or discontinuation of share transfer agent.

xi. Corporate debt restructuring.

xii. One time settlement with a bank.

xiii. Reference to BIFR and winding-up petition filed by any party / creditors.

xiv. 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.

xv. Proceedings of Annual and extraordinary general meetings of the company.

xvi. Amendments to memorandum and articles of association of company, in brief.

xvii. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

xviii. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed 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. Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m. Any other material information not involving commercial secrets.

ParaB of Part A of Schedule III of Listing Regulations

Events/information which shall be disclosed upon application of the guidelines for materiality

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. 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).
- iii. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts of a value exceeding Rs.1000 Crores
- iv. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof of a value exceeding Rs.1000 Crores.
- vi. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- vii. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- viii. Litigation(s) / dispute(s) / regulatory action(s) with impact which have substantial impact on the Company's operations.
- ix. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity until the receipt of the final binding Order.
- x. Options to purchase securities including any ESOP/ESPS Scheme, etc, whenever applicable
- xi. Giving of guarantees or indemnity or becoming a surety for any third party which are not in ordinary course of business but have substantial effect on the business of the Company
- xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals which substantially effect the business of the Company