



POLICY FOR DETERMINING MATERIALITY OF EVENTS AND / INFORMATION

KOLTE-PATIL DEVELOPERS LIMITED

(CIN: L45200PN1991PLC129428)

Registered Office : 8th Floor, City Bay, CTS NO. 14 (P), 17 Boat Club Road, Pune - 411001.

1. **STATUTORY MANDATE**

In accordance with Regulation 30 (4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), Kolte-Patil Developers Limited (the '**Company**') has framed a policy for determination of events or information which, in its opinion, are material.

2. **DEFINITIONS**

In this Policy, unless the context otherwise requires or implies, the following terms shall have the meanings assigned against each of them.

'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 –
 - i. the Company holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company; or
 - ii. there has been a change in holding from the last disclosure made under clause (i) above and such change exceeds five per cent of the total shareholding or voting rights in the said company.

'Agreement(s)' shall mean 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) or contract (s) with media companies) which are binding and not in normal course of business and any revision (s) or amendment (s) and termination (s) thereof.

'Key Managerial Personnel', in relation to the Company, shall mean the Chief Executive Officer or the managing director or the manager; the company secretary; or the whole-time director; the Chief Financial Officer; and such other officer as may be prescribed under the Act. For the purpose of the Company, Key Managerial Personnel shall be such persons performing the duties of each of the Key Managerial Personnel, as defined above by whatever name called.

'Materiality' of an event or information shall mean such materiality as is disclosed in this Policy.

'Specified Securities' shall mean the equity shares of the Company of Rs. 10/- each listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited and Non-Convertible Debentures or other securities issued by the Company from time to time which are listed on the Stock Exchanges ('Non-Convertible Securities').

'Stock Exchanges' shall mean the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

This **'Policy'** shall mean the policy for determination of materiality, based on the criteria identified herein.

3. **MATERIAL EVENTS OR INFORMATION**

The following events or information will be considered material for the purpose of this Policy:

CATEGORY A (Events or Information that are to be disclosed WITHOUT application of Materiality Guidelines listed in the Policy)

- ❖ Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation or merger or demerger or restructuring), or sale or disposal of unit(s) or division(s) or 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.
- ❖ 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.
- ❖ New Rating(s) or] Revision in Rating(s).
- ❖ The outcome of meetings of the board of directors held to consider the following:
 1. Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
 2. Cancellation of dividend with reasons thereof.
 3. Buyback of securities.
 4. Fund raising proposed to be undertaken.
 5. Increase in capital by issue of bonus shares.
 6. 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.
 7. Alterations of capital, including calls.
 8. Financial results.
 9. Voluntary delisting from the stock exchanges.
- ❖ Agreements viz. Shareholder agreement(s), Joint venture agreement(s), agreement (s) or family settlement agreement(s) (to the extent that it impacts management and control of the Company) or treaty (ies) or contract (s) with media companies which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

- ❖ Agreements entered into by the Shareholders, Promoters, Promoter Group Entities, Related Parties, Directors, Key Managerial Personnel, Employees of the Company or Subsidiary or Associate Company, among themselves or with the Company or with a Third Party, solely or jointly which are not in the normal course of business, 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.
- ❖ Fraud or defaults by the Company, Promoter, Director, Key Managerial Personnel, Senior Management or Subsidiary or arrest of Key Managerial Personnel, Senior Management, Promoter or Director of the Company, whether occurred within India or abroad.
- ❖ Change in Directors, Key Managerial Personnel (including Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
- ❖ Resignation of Auditor with detailed reasons for resignation.
- ❖ Resignation of Independent Director with detailed reasons for resignation
- ❖ Resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; along with detailed reasons for the resignation as given.
- ❖ 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.
- ❖ Appointment or discontinuation of share transfer agent
- ❖ Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions
- ❖ One time settlement with bank.
- ❖ Winding-up petition filed by any party or 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.
- ❖ Proceedings of the Annual or Extraordinary general meetings of the Company.
- ❖ Amendments to Memorandum and Articles of Association.
- ❖ Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
- ❖ Events in relation to corporate insolvency resolution process.
- ❖ Initiation of Forensic audit
- ❖ Announcement or communication through social media intermediaries or mainstream media by Directors, Promoters, Key Managerial Personnel or Senior Management of the Company, in relation to any event or information which is material for the Company as mentioned above and is not already made available in the public domain by the Company.
- ❖ 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, in respect of the following: (a) search or seizure; or(b) re-opening of accounts under section 130 of the Companies Act, 2013; or(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013.
- ❖ 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, in relation to the listed entity, 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; or (i) any other similar action(s) by whatever name called.

- ❖ 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.
- ❖ All information which shall have bearing on performance/operation of the Company or is price sensitive or shall affect payment of interest or redemption payment of non-convertible debentures including expected default in the timely payment of interest or redemption payment or both in respect of the non-convertible debentures and also default in the creation of security for non-convertible debt securities as soon as the same becomes apparent or any action which shall result in the redemption, reduction, cancellation, retirement in whole or in part of any non-convertible securities.
- ❖ Any action that shall affect adversely payment of interest on non-convertible debt securities including default by issuer to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets.
- ❖ Any change in the form or nature of any of its non-convertible securities
- ❖ Any change in covenants or breach of covenants under the terms of non-convertible debentures and/or non-convertible redeemable preference shares;
- ❖ Any change in the Debenture Trustee or Credit Rating Agency.

CATEGORY B (Events or Information that are to be disclosed based on Materiality Guidelines listed in the Policy)

- ❖ Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit or division.
- ❖ Any arrangements for strategic, technical manufacturing or marketing tie-up, adoption of new lines of business or closure of operations of any unit or division (entirety or piecemeal).
- ❖ Capacity addition or product launch.
- ❖ Awarding, bagging or receiving, amendment or termination of awarded or bagged orders or contracts not in the normal course of business.
- ❖ Agreements for loan not in the normal course of business and revision(s) or amendment(s) or termination(s) thereof.
- ❖ 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.
- ❖ Effects arising out of change in the regulatory framework applicable to the Company.
- ❖ Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
- ❖ Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity
- ❖ Options to purchase securities including Employee Stock Option Plan or Employee Stock Purchase Scheme.
- ❖ Giving of guarantees or indemnity or becoming a surety for any third party
- ❖ Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- ❖ Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
- ❖ Any other information that may be deemed necessary, jointly and severally, by the Key Managerial Personnel of the Company who would consider that it is necessary for the holders of the securities of the Company to appraise its position and to avoid the establishment of a false market.

- ❖ Emergence of new technologies which may affect the Company,
- ❖ Expiry of patents.
- ❖ Change in accounting policy.
- ❖ The Board may, in its discretion, also authorise the Key Managerial Personnel to disclose such events, information or material which, in its discretion, may be necessary for the purpose of making disclosures to the stock exchanges.

4. **CRITERIA FOR DISCLOSURE OF EVENTS OR INFORMATION**

Quantitative Criteria:

- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- ii. The omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date;
- iii. In case where the criteria of an event or information does not fall in the first two categories, if in the opinion of the Board, such event or information is considered material.

Qualitative Criteria:

- The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) Two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - (2) 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;
 - (3) 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.
- Whether the information is likely to cause prices of the Company's Specified securities to fluctuate such that persons who commonly invest in securities may be otherwise influenced in deciding whether to acquire or dispose of the Company's securities;
- Whether the information pertains to a matter which may cause material assets of the Company to be deployed into an avenue other than the one where they are currently deployed.

5. **AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

- 5.1 The Board of Director of the Company has authorised Company Secretary and Compliance Officer (Key Managerial Personnel) in consultation with the Managing Director and/or Chief Executive Officer and/or Chief Financial Officer to determine materiality of an event or information and to make appropriate disclosure on a timely basis.
- 5.2 The Key Managerial Personnel is empowered to seek expert advice where considered necessary in order to determine whether any information is market sensitive or not.
- 5.3 The contact details of the above-named Key Managerial Personnel shall be disclosed on the website of the Company.

6. **WEBSITE UPDATION OR UPDATES TO STOCK EXCHANGES**

The Compliance Officer of the Company shall ensure that

- (a) all events or information determined material, in terms of this Policy, shall be disclosed on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website; and
- (b) disclosures updating material developments on a regular basis are disclosed on the website of the Company, till such time the event is resolved or closed, with relevant explanations.

7. **DISCLOSURE OF EVENTS OR INFORMATION ON SUBSIDIARIES**

The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company.

8. **AUTHORISATION TO KEY MANAGERIAL PERSONNEL TO SUO MOTO ACCEPT OR DENY REPORTED EVENT OR INFORMATION**

Managing Director or Chief Executive Officer or Chief Financial Officer or Company Secretary and Compliance Officer of the Company jointly or any one of them are authorised to Suo moto confirm or deny any reported event or information to the stock exchanges, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means.

The actions enlisted hereinabove may be taken recourse to by the Key Managerial Personnel above-named in a manner which best protects the interests of the Company. Such action taken by the Key Managerial

Personnel above-named shall, however, be brought to the attention of the Board at its immediately subsequent meeting.

9. **COMPLIANCE OFFICER**

The Compliance Officer for the purpose of complying with the Listing Regulations shall be the Company Secretary of the Company.

10. **DISCLOSURE**

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

11. **POLICY REVIEW**

The Board is authorised to review and amend this Policy and the individuals designated therein who are authorised for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the stock exchanges.

In the event of any conflict between the terms of this Policy and the Listing Regulations (as amended from time to time), the provisions of the Listing Regulations shall prevail.