

**RAMKY INFRASTRUCTURE LIMITED**  
**POLICY FOR DETERMINATION OF MATERIALITY**  
**OF EVENTS OR INFORMATION**

**I. PREFACE**

- a. This Policy is approved and adopted by the Board of Directors of Ramky Infrastructure Limited (hereinafter referred to as “the Company”) at its meeting held on 13 November, 2015 and named as “Ramky Infrastructure Limited – Policy for determination of materiality of events or information” (hereinafter referred to as “this Policy”).
- b. This Policy is framed in compliance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Regulations”) for determination of materiality of events or information based on criteria specified in these Regulations for dissemination of information to the investors / other stakeholders.

**II. OBJECTIVE**

The objective of this Policy is to:

- a) ensure that the Company immediately (meaning, 'promptly and without delay') discloses all price sensitive information to Stock Exchanges in accordance with the Listing Agreement;
- b) ensure that the Company's designated employee (as defined in the Prevention of Insider Trading Code adopted by the Company) are aware of the Company's continuous disclosure obligations; and
- c) Establish procedures for:
  - (i) the collection of all potentially price sensitive information;
  - (ii) Assessing whether information must be disclosed to Stock Exchanges under the Listing Agreement;
  - (iii) Releasing to the Stock Exchanges information determined to be price sensitive information and to require disclosure; and
  - (iv) responding to any queries from Stock Exchanges

- d. This policy aims to disseminate timely, adequate and accurate disclosures of all the material events or information which in the opinion of the Board of the Directors of the Company is material and to documents the procedure for such dissemination.

### III. MATERIALITY THRESHOLDS UNDER THIS POLICY

- a. In terms of regulation 30 of these regulations, the events specified in Para A of Part A of Schedule III of the regulations including any amendment thereto for the time being in force, are deemed to be material events and the company shall mandatorily require to make disclosure of such events.
- b. Further, the Company shall require to make disclosure of events specified in Para B Part A of Schedule III of the Regulations Including any amendment thereto for the time being in force, based on the following criteria as specified under regulations for determination of materiality of an event or information.

(i.) The Omission of the event or information, which is likely to result in discontinuity or alteration of event or information already available publicly OR

(ii.) The Omission of the event or information of likely to result is significant market reaction if the said omission came to light later date.

(iii.) In case where the criteria specified under sub clause (i) and (ii) above are no applicable, an event or information may be treated as being material, if in the opinion of the Managing Director, of the Company the event is considered material.

(iv.) Contact details of the authority to determine materiality of any event or information are as under

S. No	Name and Designation of Key Managerial Personnel	Email id	Contact No.
1.	Mr. Y. R. Nagaraja, Managing Director	<a href="mailto:investors@ramky.com">investors@ramky.com</a>	040-23015202
2.	Mr. Ravi Prasad P, Whole Time Director	<a href="mailto:investors@ramky.com">investors@ramky.com</a>	040-23015202

- c. As specified in Para C of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, the Company shall promptly disclose any other information or event viz., major development that is likely to affect business, e.g. emergence of new technologies in the infrastructure segment, any change of accounting policy that may have a significant impact on the financial statements of the Company and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
  
- d. In case where the material thresholds as specified in sub-clauses (a) to(c) above are not applicable, an event or information may be treated by the Company as being material, if in the opinion of the Board and/or the Vice-Chairman & Managing Director of the Company, the event or information is considered material.

#### **IV. DISCLOSURE OF EVENTS OR INFORMATION UNDER THIS POLICY**

- a. Any event required to be reported shall be informed to the Executive Chairman & Managing Director of the Company on an immediate basis with adequate supporting data or information to facilitate a prompt and appropriate disclosure. They shall severally be responsible and authorised for determination of the materiality of events or information for disclosure.
  
- b. Any other event, even if not covered under this policy but is potentially of price sensitive nature, must also be informed, for further evaluation to the Executive Chairman &/or Managing Director.
  
- c. The Key Managerial Personnel (“KMP”) of the Company as defined above, shall severally be responsible and authorised for dissemination of such events and information in accordance with provisions of the Regulations or any other law as may be applicable.
  
- d. The Company shall first disclose to stock exchange(s) of all material events, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

- e. The disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, shall be made within thirty minutes of the conclusion of the Board Meeting.
- f. The Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- g. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s), for a minimum period of five years.

## **V. AMENDMENTS**

The Board of the Company may/shall, subject to applicable laws or any amendment thereto, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this Policy entirely with a new policy. The Board may also establish further rules and procedures, from time to time, to give effect to this Policy.

## **VI. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Regulations / the Companies Act, 2013 or any other statutory enactments or rules, the provisions of the Regulation / the Companies Act, 2013 or statutory enactments or rules shall prevail over this Policy.

## **VII. DISSEMINATION OF POLICY:**

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet.

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**Events specified in Para A of Part A of Schedule III of the Regulations which shall be disclosed 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/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,-
  - (i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreeing to acquire shares or voting rights in, a company, 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.

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. Revision in Rating(s).
4. Outcome of Meetings of the board of directors:
  - a) 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 listed entity from stock exchange(s).
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 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.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
- 10 One time settlement with a bank.
- 11 Reference to BIFR and 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

**B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or 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) (as a borrower) 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 listed entity 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 listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.

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