



## **HEC INFRA PROJECTS LIMITED**

### **Policy on Determination of Materiality of Events/ information**

**[Pursuant to Regulation 30 of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**Registered Office:** Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

## 1. OBJECTIVE:

Pursuant to Regulation 30 read with sub-regulation (4) of Regulations 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015(the "Regulations"), the Board of Directors of HEC Infra Projects Limited ("the Company") at its meeting held on 17<sup>th</sup> March, 2017 approved and adopted the modified policy for the determination of materiality of the events/information. This Policy is in supersession of the earlier Policy adopted by the Board of Directors at its meeting held on 1<sup>st</sup> March, 2016. The board will constantly review and if found essential, may amend this policy from time to time.

## 2. DISCLOSURES OF EVENTS OR INFORMATION:

**(A) In accordance with Regulation 30 read with Para (A) of Schedule III of the Regulations, the following are deemed to be material events and disclosure of such events shall be made to the Stock Exchange where the Securities of the Company are listed:**

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 (within 30 minutes of the closure of the meeting) relating to:

- 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 Financial Officer, Company Secretary etc.), Auditor and Compliance.
  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;

The details required to be provided while disclosing the above events shall be in accordance with the Regulations and circular and guidance issued in this regard by SEBI from time to time.

**(B) In accordance with Regulation 30 read with Para (B) of Part A of Schedule III of the Regulations, the Company shall make disclosure of the following events based on application of the guidelines for materiality as specified in this Policy.**

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.

The details required to be provided while disclosing the above events shall be in accordance with the regulations and the circulars and guidance issued in this regard by SEBI from time to time.

The following criteria shall be considered for determination of materiality of events/information:

- (a) the omission of an event or information which is likely to result in a discontinuity or alteration of an event already available publicly; or
- (b) 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; or
- (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 the company, the event/information is considered material.

(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.

### 3. TIMELINES FOR DISCLOSURE AND DETERMINATION OF TIMING OF OCCURANCE OF AN EVENT/INFORMATION:

The timeliness for disclosure of events/information and the determination of the time of occurrence of an event/ information shall be in accordance with the regulations and Circulars and guidance notes issued on the subject from time to time.

### 4. AUTHORIZATION FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND MAKING REQUISITE DISCLOSURE:

The Board of Directors have authorised the following Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosure to Stock Exchanges:

Name of KMP	Designation	Telephone No.	E-mail ID
Mr. Gaurang Shah	Managing Director	079-40086211	gpshah@hecproject.com
Mrs. Rupal Shah	Executive Director	079-40086212	rgshah@hecproject.com
Ms. Khushi Bhatt	Company Secretary	079-40086771	cs@hecproject.com
Mr. Pannalal Surti	Chief Financial Officer	079-40086207	sruti@hecproject.com

**5. AMENDMENTS TO THIS POLICY:**

Any or all provisions of this policy would be subject to the revision/ amendments in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s),clarification(s),circular(s)etc.

**6. POSTING OF INFORMATION OF COMPANY'S WEBSITE:**

All Such events or information which has been disclosed to stock exchange(s) under this regulation, to be placed on the website of the company for a minimum period of five years and thereafter as per the archival policy of the company.

The Policy and the contact details of the persons authorized by the Board are also available on the website of the Company.

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