

# Neelkanth

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## POLICY FOR DETERMINATION OF MATERIAL EVENT AND DISCLOSURE

(Effective from August 02, 2024)

## NEELKANTH REALTORS LIMITED - POLICY FOR DETERMINATION OF MATERIAL EVENT AND DISCLOSURE

### Preamble

The Board of Directors (the “**Board**”) of Neelkanth Realtors Limited (the “**Company**”) has approved the policy for the determination of materiality of events & information (the “**Policy**”) at its Meeting held on 02<sup>nd</sup> August, 2024. The Policy is framed in accordance with the requirements of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) as amended from time to time. This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

### Objective and scope

The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the SEBI Listing Regulations and to provide an overall governance framework for such determination of materiality.

### Definitions

" <b>Act</b> "	shall mean the Companies Act, 2013 and Rules framed thereunder, including any modifications, amendments, clarifications, circulars or reenactment thereof;
" <b>Board</b> "	shall mean Board of Directors of the Company;
" <b>Material Events</b> "	shall mean such events or information as set out in the Annexures or as may be determined in terms of Clause 6 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly;
" <b>Policy</b> "	shall mean this Policy for Determination of Materiality of events & information and as amended from time to time;
" <b>SEBI Listing Regulations</b> "	
" <b>Schedule</b> "	shall mean Schedule III of SEBI Listing Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa. Words importing the masculine gender also include the feminine gender and neutral gender.

## Authority to determine Materiality of Event

The respective heads of various departments (“**Designated Officers**”) who are responsible for relevant areas of the Company’s operations to which any item of information relates must report to Executive Director/Whole-Time Director, Chief Executive Officers (CEO), Chief Financial Officer (CFO), Company Secretary (CS) of the Company (hereafter referred a “**Key Managerial Personnel**”) any event / information which is material as defined in this Policy or of which Designated Officer is unsure as to its materiality. The company secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the Key Managerial Personnel shall:

- a. Review the event / information and take necessary steps to verify its accuracy.
- b. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations and this Policy and take necessary actions as per Clause E & F of this Policy.

If the Key Managerial Personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

## Materiality Thresholds

1. Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event / information. The following will be the materiality criteria which shall apply to events specified in the Annexures to this policy only.
2. In some cases, inter-alia including disclosure of events specified in paragraph B of Part A of Schedule III of the SEBI Listing Regulations, if the materiality thresholds as prescribed above cannot be applied, the Executive Director/Whole-time Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, in such cases, shall frame their opinion on a case-to-case basis, based on specific facts and circumstances relating to the information / event.

## Guidelines for determining materiality of events or information.

1. Certain information is per se “material events” as defined in regulation 30(2) read with paragraph A of Part A of Schedule III of the SEBI Listing Regulations. An illustrative list of such material events / information is enclosed as **Annexure I**.
2. The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(s), specified in Para B of Part A of Schedule III of the SEBI Listing Regulations, subject to application of guidelines for materiality, as set out under the SEBI Listing Regulations. An illustrative list of such Material event/ information is attached as **Annexure II**.

The following criteria shall be considered while determining the materiality of an event /

information:

- (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, which is likely to result in significant market reaction if the said omission came to light at a later date; or
  - (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    - i. 2% of turnover, as per the last audited consolidated financial statements of the Company;
    - ii. 2% of 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;
    - iii. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company; and
  - (d) In case where the criteria specified in sub-clause (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Board of the Company, the event/information is considered material.
3. The Company shall disclose to the stock exchange all events or information which are material as reasonable possible and not later than the following:
- i. 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;
  - ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the company;
  - iii. twenty hours from the occurrence of the event or information, in case the event or information is not emanating from within the company.
4. Provided that if the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.
5. Provided further that disclosure with respect to events specified in Point 4 (Outcome of Meetings of Board of Directors) of Annexure I shall be made within thirty (30) minutes or any other time as appropriate of the conclusion of the board meeting.
6. The Company shall make the disclosure of events/information as specified in Annexure II based on application of guidelines for determining Materiality as per Clause 6 of this Policy.
7. All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's policy for preservation and archival of documents.
8. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

## Communication and dissemination of the policy

This Policy after duly approved by the Board of Directors shall be notified and communicated to all employees / functional head of respective departments of the Company. The new employees shall be informed about the Policy by the human resources and administration departments. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company.

## Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy. The Policy is subject to review from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

## Non-Adherence

Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

## Scope and Limitation

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

### ***ANNEXURE I***

#### ***Events or Information that are to be disclosed without application of Materiality Guidelines listed in the Policy.***

1.	<p>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;</p> <p>Explanation (1): '<b>Acquisition</b>' shall mean:</p> <ul style="list-style-type: none"><li>a) acquiring control, whether directly or indirectly; or</li><li>b) acquiring or agreement to acquire shares or voting rights in, a company, whether existing or to be incorporated, whether directly or indirectly, such that:</li><li>c) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or</li><li>d) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.</li></ul>
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	<p>e) the cost of acquisition or the price at which the shares are acquired exceeds the materiality threshold specified in the Listing regulations/. Policy</p> <p>Explanation (2): <b>“Sale or disposal of subsidiary”</b> and <b>“Sale of stake in associate company”</b> shall include:</p> <ol style="list-style-type: none"> <li>an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be wholly owned subsidiary, a subsidiary or an associate company of the company; or</li> <li>an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of sale exceeds the threshold specified in the Listing Regulations/ Policy.</li> </ol> <p>Explanation (3): <b>“Undertaking”</b> and <b>“Substantially the whole of undertaking”</b> shall have the same meaning as given under Section 180 of the Act.</p>
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 credit rating(s)
4.	<p>Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of any meeting held to consider the following:</p> <ol style="list-style-type: none"> <li>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;</li> <li>any cancellation of a dividend with reasons thereof;</li> <li>the decision on buyback of securities;</li> <li>the decision with respect to fund raising proposed to be undertaken;</li> <li>increase in capital by issue of bonus shares through capitalization of reserves including the date on which such bonus shares shall be credited/dispatched;</li> <li>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 which may be to be subscribed to;</li> <li>short particulars of any other alterations of capital, including calls;</li> <li>financial results;</li> <li>decision on voluntary delisting by the Company from stock exchange(s).</li> </ol> <p>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.</p>
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) thereof.
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,

	<p>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:</p> <p>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 these regulations.</p> <p>Explanation: “<b>directly or indirectly</b>” includes agreements creating obligation on the parties to such agreements to ensure that company shall or shall not act in a particular manner.]</p>
7.	<p>Fraud/defaults by the Company, its promoter, director, key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.</p> <p>Explanation (1): “<b>Fraud</b>” 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.</p> <p>Explanation (2): “<b>Default</b>” shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.</p> <ol style="list-style-type: none"> <li>i. 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.</li> <li>ii. Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the company.]</li> </ol>
8.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
9.	In case of resignation of the auditor of the Company, 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.
10.	<p>Resignation of independent director including reasons for resignation:</p> <p>In case of resignation of an independent director of the Company shall, within seven days from the date of resignation, disclose the following to the stock exchanges:</p> <ol style="list-style-type: none"> <li>(i) the letter of resignation along with detailed reasons for the resignation as given by the Independent Director;</li> <li>(ii) names of listed entities in which the resigning Independent Director holds directorships, indicating the category of directorship and membership of board committees, if any;</li> <li>(iii) the confirmation received from the Independent Director shall, along with the disclosures, also provide a confirmation that there are no other material reasons other than those provided;</li> </ol>

	(iv) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) (ii) and (iii) above.
11.	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.
12.	In case the Managing Director or Chief Executive Officer of the Company 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).
13.	Appointment or discontinuation of share transfer agent.
14.	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 (" <b>ICA</b> ") 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
15.	One-time settlement with a bank
16.	winding-up petition filed by any party / creditors
17.	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
18.	Proceedings of Annual and extraordinary general meetings of the Company
19.	Amendments to memorandum and articles of association of the Company, in brief.
20.	a) Schedule of analysts or institutional investors meet at least 2 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.  Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.  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:
21.	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ol style="list-style-type: none"> <li>a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;</li> <li>b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;</li> <li>c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;</li> <li>d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;</li> <li>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;</li> <li>f) Appointment/ Replacement of the Resolution Professional;</li> <li>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</li> <li>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;</li> <li>i) Number of resolution plans received by Resolution Professional;</li> <li>j) Filing of resolution plan with the Tribunal;</li> <li>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</li> <li>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: <ol style="list-style-type: none"> <li>i. Pre and Post net-worth of the company;</li> <li>ii. Details of assets of the company post CIRP;</li> <li>iii. Details of securities continuing to be imposed on the companies' assets;</li> <li>iv. Other material liabilities imposed on the company;</li> <li>v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</li> <li>vi. Details of funds infused in the company, creditors paid-off;</li> <li>vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;</li> <li>viii. Impact on the investor – revised P/E, RONW ratios etc.;</li> <li>ix. Names of the new promoters, key managerial persons(s), 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;</li> <li>x. Brief description of business strategy.</li> </ol> </li> <li>m) Any other Material Information not involving commercial secrets.</li> <li>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;</li> <li>o) Quarterly disclosure of the status of achieving the MPS;</li> <li>p) The details as to the delisting plans, if any approved in the resolution plan.</li> </ol>
22.	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:</p> <ol style="list-style-type: none"> <li>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</li> </ol>

	<p>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, if any.</p>
23.	<p>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 under the Listing regulations/Policy and is not already made available in the public domain by the Company. Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>
24.	<p>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:</p> <p>(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; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <p>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.</p>
25.	<p>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:</p> <p>(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; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <p>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;</p>

	v. impact on financial, operation or other activities of the company, quantifiable in monetary terms to the extent possible
26.	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 or information that are to be disclosed based on Materiality Guidelines listed in the Policy***

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: <ol style="list-style-type: none"> <li>a. arrangement for strategic, technical, manufacturing or marketing tie-up; or</li> <li>b. adoption of new line(s) of business; or</li> <li>c. closure of operation of any unit, division or subsidiary (in entirety or piecemeal).</li> </ol>
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) and revision(s) or amendment(s) or 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.	Pending of any litigation(s) / dispute(s) or the outcome thereof which may have an impact on the Company
9.	Fraud/defaults etc. 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.
14.	Any other information / event / 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 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.
15.	Any other information as may be required by Board, from time to time.