

## **POLICY FOR DETERMINATION OF MATERIALITY FOR “CMM INFRAPROJECTS LIMITED.”**

(Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

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### **BACKGROUND**

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR) Regulations”] mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material as well as any price sensitive information. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the listed entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this “Material Events Policy” of CMM Infracore Limited (“the Company”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

### **DEFINITIONS**

- I. Act: Means the Companies Act, 2013
- II. Board of Directors: Board of Directors of CMM Infracore Limited.
- III. The Company: Means CMM Infracore Limited.
- IV. LODR Regulation: Means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
- V. Compliance Officer: The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- VI. SEBI: The Securities Exchange Board of India.
- VII. Rules: Rules made under the Companies Act, 2013.
- VIII. Regulation: Regulation made under the SEBI Act.
- IX. Material Event: Reasonably be expected to affect a company’s stock price.
- X. Stock Exchange: Stock Exchange, where the equity shares of the Company are listed.

## **INTERPRETAION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations and Companies Act, 2013 as amended from time to time.

### **A) EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY AS SPECIFIED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LODR] REGULATIONS, 2015**

1. Acquisition (s) (including agreement to acquire), Scheme of Arrangement (Amalgamation 1 merge/demerge/restructuring), or sale or disposal of any unit(S), division(s) or subsidiary of the Company or any other restructuring.
2. Issuance or forfeited 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. The Company shall disclose to the Exchange, within 30 minutes of the closure of the Board 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 Company from Stock Exchange(s).
5. 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 company or arrest of Key managerial personnel or promoter.

7. Change in directors, Key managerial personnel (Managerial Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.) Auditor and Compliance Officer.
8. Appointment or discontinuation of shares 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 Company.
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 Company to Analysts or Institutional investors.

**B) EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LODR] REGULATIONS, 2015**

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.

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.

Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.

**AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE F MAKING DISCLOSURES TO STOCK EXCHANGE:**

The following KMPs is authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange:-

1. Mr. Lokendra Singh Solanki : Chief Financial Officer
2. Mr. Kishan Mundra: Managing Director
3. Mrs. Samta Mundra – Whole-Time Director
4. Mrs. Laxmi Devi Mundta – Whole-Time Director
5. Mr. Ankit Joshi : Company Secretary & Compliance Officer

**TIME LIMIT FOR DISCLOSURES OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:**

The Company shall disclose to Stock Exchange all events, as specified in PART A of Schedule III of LODR Regulation, or information within 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.

Disclosure with respect to events specified in sub-para 4 of Part A of Schedule III of LODR Regulation shall be made within thirty minutes of the conclusion of the Board Meeting.

**IMPLEMENTATION:**

CMM Infraprojects Limited will adhere to highest standards with regard to the implementation of this policy. All the Directors and Compliance Officer of the Company shall have overall responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary, in case, if any required.

**REVIEW OF THE POLICY:**

This policy shall be reviewed from time to time so that the policy remains in line with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

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