

**ANSAL PROPERTIES &  
INFRASTRUCTURE LIMITED**

**POLICY FOR DETERMINATION OF  
MATERIALITY OF  
EVENTS/INFORMATION {AMENDING  
POLICY DATED 12<sup>TH</sup> AUGUST, 2017}**

**BACKGROUND**

Ansal Properties & Infrastructure Limited {including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)} (hereinafter referred as the 'Company' ) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time.

**OBJECTIVE**

Disclosure of all material events / information to Stock Exchanges{ where the securities of the Company are listed or shall be listed} related to the Company and its material subsidiaries, if any, and complying with requirements in this regard in order attain transparency and good corporate governance.

**THE LAW**

Regulation 30 of SEBI {Listing Obligations & Disclosure Requirements} Regulations, 2015, as amended.

**MATERIALITY AND DISCLOSURE:****I. Disclosure to Stock Exchanges of following events or information DEEMED to be material {As soon as reasonably possible but not later than 24 hours from their occurrence}:**

- (a) 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 Company or any other restructuring.

The word 'acquisition' shall mean, :-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, the company, whether directly or indirectly, such that:-
- 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;

- 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.
- (b) 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.
- (c) Revision in Rating(s).
- (d) Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:-
  - 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;
  - any cancellation of dividend with reasons thereof;
  - the decision on buyback of securities;
  - the decision with respect to fund raising proposed to be undertaken
  - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - 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;
  - short particulars of any other alterations of capital, including calls;
  - financial results;
  - decision on voluntary delisting by the listed entity from stock exchange(s).
- (e) 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.

- (f) Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
- (g) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- (h) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
- (i) In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
  - i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
  - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
  - iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.]
  - iv. Also w.e.f the 01.01.2021, the resignation letter of independent director shall mention a list of his/her present directorship and membership in Board committtes.
- (j) Appointment or discontinuation of share transfer agent
- (k) Corporate debt restructuring.
- (l) One time settlement with a bank.
- (m) Reference to BIFR and winding-up petition filed by any party / creditors.
- (L) 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.

- (M) Proceedings of Annual and extraordinary general meetings of the Company.
- (N) Amendments to memorandum and articles of Association of the Company, in brief.
- (o) Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
- (p) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
  - i) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - ii) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - iii) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
  - iv) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - v) 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;
  - vi) Appointment/ Replacement of the Resolution Professional;
  - vii) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - viii) 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;
  - ix) Number of resolution plans received by Resolution Professional;

- x) Filing of resolution plan with the Tribunal;
  - xi) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - xii) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets.
  - xiii) Any other material information not involving commercial secrets;
  - xiv) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
  - xv) Quarterly disclosure of the status of achieving the MPS;
  - xvi) The details as to the delisting plans, if any approved in the resolution plan.
- (q) 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 listed entities:
- i) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - ii) 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.

Any disclosure made after 24 hours of occurrence of material event or information the Company shall along with such disclosures provide explanation for delay.

## **II. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS/INFORMATION:**

Event/ Information shall be considered as material:-

- (a) if the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available; or



- (b) if the omission of an event or information is likely to result insignificant market reaction if the said omission came to light at a later date;
- (c) if in the opinion of the Board of Directors of the Company event/ information is material.

**III. DISCLOSURE TO STOCK EXCHANGES OF FOLLOWING EVENTS OR INFORMATION BASED ON THE CRITERIA FOR DETERMINING MATERIALITY { AS PROVIDED IN PARA II ABOVE}:**

- (a) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- (b) 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).
- (c) Capacity addition or product launch.
- (d) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- (e) 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.
- (f) 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.
- (g) Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- (h) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- (i) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

- (j) Options to purchase securities including any ESOP/ESPS Scheme.
- (k) Giving of guarantees or indemnity or becoming a surety for any third party.
- (l) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**IV. DISCLOSURE TO STOCK EXCHANGES OF FOLLOWING EVENTS OR INFORMATION IF LIKELY TO AFFECT BUSINESS OF THE COMPANY:**

- (a) emergence of new technologies,
- (b) expiry of patents,
- (c) any change of accounting policy that may have a significant impact on the accounts, etc. with brief details thereof, and
- (d) any other information which is exclusively known to the Company which may be necessary to enable the holders of securities to appraise its position and to avoid the establishment of a false market in such securities.

**V. OTHER MATERIAL EVENTS /INFORMATION**

The Company shall make disclosure to Stock Exchanges of any other material events or information as specified by the Board of Directors from time to time.

**Authority to Key Managerial Personnel{ KMP}**

The Board of Directors of the Company have authorized, the Whole Time Director/s, Chief Financial Officer, Chief Operating Officer and Company Secretary, severally, for the purpose of determining materiality of an event or information and for disclosure of the same to stock exchanges. The contact details of such personnel have been disclosed to the stock exchanges as well as on the Web Site of the Company viz. [www.ansalapi.com](http://www.ansalapi.com).

**Other Provisions**

- All the applicable provisions of SEBI {Listing Obligations & Disclosure Requirements} Regulations, 2015, as amended and other law/s, as



amended from time to time are complied in letter and spirit in implementing this Policy.

- The Company makes disclosures of any events or information to the Stock Exchanges which, in the opinion of the Board of Directors of the Company, are material.
- The Company shall also make disclosure of all the events or information with respect to its material subsidiary.
- The Company with respect to the disclosure/s mentioned hereinabove also informs to the Stock Exchanges the updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- The Company discloses in its Website all events and information disclosed to the Stock Exchanges as per this Policy which shall remain in the Website for minimum five continuous calendar years and thereafter as per the Policy on Archival of Events and Information of the Company.
- The Company provides specific and adequate reply to all queries raised by the Stock Exchanges on any event or information as per this Policy. It may also on its own initiative, confirm or deny any reported events or information to the Stock Exchanges.

### **Review**

The Board of Directors of the Company shall review the Policy, from time to time, to ensure its effectiveness.

### **Disclosure**

This Policy has been and shall continue to be disclosed in the Company's Web Site and a web link has been and shall continue to be provided in the Annual Report.



**Sushil Ansal**  
**Chairman & Whole Time Director**



**Date: 12<sup>th</sup> August, 2021**  
**New Delhi**