

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS

&

INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES

INTRODUCTION

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a Listed entity is required to frame a policy for determination of materiality of events or information which are required to be disclosed to the Stock Exchanges.

PURPOSE

The purpose of this Policy is to determine materiality of events and information and to ensure that the listed entity shall make disclosure of events / transaction / information specified in Annexure I.

AUTHORITY

This Policy has been adopted by the Board of Directors of Jyoti Structures Limited ('the Company') at its Meeting held on 13th February, 2016. The Policy shall also be displayed on the website of the Company.

CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The Company shall consider the following criteria for determination of materiality of event / information:

- a) the omission of an event / information, which is likely to result in discontinuity or alteration of event/ information already available publicly; or
- b) the omission of an event / information, which is likely to result in a significant market reaction if the said omission came to light at a later date.
- c) any event / information which in the opinion of the Board of Directors of the Company is material.

GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENT OR TRANSACTION OR INFORMATION

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 herein under:

- a. Orders/contracts valued at Rs. 500 crore each, bagged by the Company;

- b. Transaction exceeding 10% of the consolidated turnover or Rs. 500 crore, whichever is less;
- c. 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.
- d. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

AUTHORISATION FOR DETERMINATION OF MATERIALITY OF EVENT OR TRANSACTION OR INFORMATION

The Company's Key Managerial Personnel (KMPs) in charge of businesses i.e. the Managing Director, Whole-time Directors, Chief Executive Officer and the Chief Financial Officer shall decide the "Materiality" of any event / transaction / information based on the above guidelines/criteria and intimate the Company Secretary to disclose the said information to the Stock Exchange(s).

POLICY REVIEW

The Managing Director / Whole time Director may review the policy from time to time. Material changes in the policy will need approval of the Board of Directors of the Company.

Annexure I

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: 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.