

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Background

This Policy has been formulated in accordance with the current guidelines laid down by Securities and Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), with respect to disclosure of material events and information.

India Lease Development Limited ('the Company') is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company's securities are listed on BSE Limited (BSE) and must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations") that came into effect from December 1, 2015.

Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for Disclosures ("Policy") is being framed and implemented. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ("SEBI Disclosure Circular").

2. Definitions

In this Policy, unless the context otherwise requires:

- a. "Board of Directors" shall mean the Board of Directors of India Lease Development Limited.
- b. "Chief Financial Officer" shall mean the person heading and discharging the finance function of the listed entity as disclosed by it to the recognised stock exchange in its filing under the SEBI Listing Regulations;
- c. "Key Managerial Personnel" or "KMP" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- d. "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- e. "LODR Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- f. "Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act;
- g. "Policy" means this policy, as amended from time to time.
- h. "SEBI" means the Securities and Exchange Board of India.
- i. "Rules" means the rules made under the Act.
- j. "Stock Exchange(s)" means BSE Limited, where the equity shares of the Company are listed.
- k. "Turnover" shall have the meaning assigned to it in Section 2(91) of the Act;
- l. "Subsidiary" means a subsidiary as defined under Section 2(87) of the Companies Act, 2013; All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the SEBI Listing Regulations, and if not defined therein, then as per the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1996 and/or the rules and regulations made thereunder, or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case may be.

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA").

3. Objective of the Policy

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- b. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4. Type of Information

The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.



Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

5. Persons Responsible for Disclosure

The Board of Directors of the Company have authorised the KMP as defined under clause 2(c) of the Policy to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMPs shall have the following powers and responsibilities for determining the material events or information:

- a. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- d. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

6. Guidelines for Assessing Materiality

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information. The following criteria will be applicable for determining materiality of event or information:

- a. The omission of an event or information which is likely to:
 - i. result in a discontinuity or alteration of an event or information already available publicly; or
 - ii. result in significant market reaction if the said omission came to light at a later date;
- b. The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:-
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. Two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company Accordingly, any transactions exceeding the lower of i, ii or iii



above, with an annual impact in value, will be considered for the above purposes.

- c. In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

7. Guidelines for Communication

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

8. Guidance on Timing of an Event or Information

The Company may be confronted with the question as to when an event/information can be said to have occurred.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, etc., the answer to the above question would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events, e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholders' approval.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

9. Obligations of Internal Stakeholders and KMPs for Disclosure

- a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

10. Policy Review

The KMP(s) may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

11. Effective Date

The Policy has been effective December 1, 2015 and the amended Policy, shall be effective from July 14, 2023.

12. Website

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.

13. Contact Details

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy.

India Lease Development Limited
MGF House, 4/17-B, Asaf Ali Road,
New Delhi - 110002



POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. Preamble

The Board of Directors (the “Board”) of India Lease Development Limited (the Company “or ILD”) has adopted the following policy and procedures with regard to determination of materiality of events. The Board will constantly review, and if found essential, may amend this policy from time to time.

2. Purpose of the Policy

The purpose of the policy is to ensure timely and adequate disclosure of material events under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) read with Clause (ii) of sub-regulation (4) of Regulations 30 of the Listing Regulations.

3. Disclosure of events or information

- i) The company shall mandatorily disclose the events as specified in Para A of Part A of Schedule III of the Listing Regulations, without applying any test of materiality, the same have been enclosed as Annexure 1 for reference.
- ii) The listed entity shall make disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified below:-

Quantitative criteria calculated based on audited financial statements of the last audited financial year, would mean event/information where the value involved or the impact:

- a) Exceeds five percent of the gross turnover; or
- b) Exceeds 20 per cent of the net worth

Whichever is lower.

Qualitative criteria would mean 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 publically; or
- b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- 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 company, the event/information is considered material.

- iii) Any other information/event viz, major development that is likely to affect business, i.e. emergence of new technologies, expiry of plants, 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 company 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, as stated under Para C of Part A of Schedule III of the listing regulations, be disclosed as may be advised by the Board from time to time.
- iv) The company shall make disclosures of any events or information which, in the opinion of the Board of directors of the listed company, is material. In case where an event occurs or information is available with the company, which has not been indicated in Annexure 1 and 2, but which may be of material effect, the company is required to make adequate disclosures in regard thereof.

4. Guidance on when an event/information can be said to have occurred.

In certain instance, the occurrence of material event/information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the event/information.

The event/information can be said to have occurred when the company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the company.

5. Prompt disclosure of material events

The company shall disclose to the stock exchanges of all events, as specified in Annexure 1, or information as soon as reasonably possible and not later than 24 hours from the occurrence of the event/information, in case the disclosure is made after 24 hours of occurrence of the event or information, the company shall, along with such disclosures provide explanation for delay.

The company shall make disclosures updating the material developments pertaining to material events on a regular basis, till such time the event is resolved/disclosed, and to be disclosed to the stock exchanges with relevant explanations.

The company shall also provide specific and adequate reply to all queries raised by the stock exchanges with respect to any event/information. The company may on its own initiative, confirm or deny any reported event or information to stock exchanges.

6. Authorisation for disclosures

Under the system, Chief Executive Officer, Chief Finance Officer & Company Secretary (Responsible Officer) who are responsible for the company's operations must report to Shri. Rajiv Gupta, Chairman any event/information which may possibly be material or of which the Responsible Officer is unsure as to its materiality. The event/information should be reported immediately after a Responsible Officer becomes aware of it.

On receipt of communication of potential material event/information, any two among Shri. Rajiv Gupta, Chairman, Shri. Arun Mitter, Director and Shri. Rohit Madan, Manager & Company Secretary are jointly will :-

- i. Review event/ information and to take whatever steps necessary to verify its accuracy;
- ii. Assess whether the event/information is required to be disclosed to the Stock Exchanges under the Listing Regulations;
- iii. Report the matter to Shri. Rajiv Gupta, Chairman or Shri. Arun Mitter, Director of the company that event/ information is material and requires disclosure under Regulation 30 of the Listing Regulations.

Any two among Shri Rajiv Gupta, Chairman, Shri Arun Mitter, Director and Shri. Rohit Madan, Manager & Company Secretary are jointly authorized to determine materiality of an event/information and to authorise Shri. Rohit Madan, Manager & Company Secretary to make disclosures to stock exchange(s).

Contact details of authorized personnel: Shri Rohit Madan, Manager & Company Secretary Office Phone No. 011-41510795 and Mobile No.9811005081. It is also available on company's website.

7. Posting of information on 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.

Annexure-1

The below list of events as specified in Para A of Part A of Schedule III of the listing regulations, are deemed to be material events and disclosure of such events shall be made to the Stock Exchange(s) as per the Listing Regulations, 2015 and as amended from time to time.

Schedule III PART 'A' and Para 'A'	Provision
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 company or any other restructuring.
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	<p>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:</p> <ol style="list-style-type: none"> 1. 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 2. any cancellation of dividend with reasons thereof 3. the decision on buyback of securities 4. the decision with respect to fund raising proposed to be undertaken 5. increase in capital by issue for bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched. 6. 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 7. short particulars of any other alterations of capital, including calls 8. financial results 9. decision on voluntary delisting by the company from stock exchange(s)
5	Agreements which are binding and not in normal course of business, revisions or amendments and terminations thereof (viz. shareholder agreements, joint venture agreements, family settlement agreements, contracts with media companies)
6	<p>Fraud/ defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter</p> <ul style="list-style-type: none"> - At the time or unearthing or fraud or occurrence of the default/ arrest - Subsequently intimate the stock exchange(s) further details regarding fraud/ default/ arrest
7	Change in directors, Key Managerial Personnel (Chairman, 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 company.
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

SEBI Circular date September 9, 2015 had provided the details that need to be provided while disclosing events specified in Para A and B of Part A of Schedule III of the Listing regulations.

Annexure-2

The below list of events as specified in Para B of Part A of Schedule III of the listing regulations, as amended from time to time, to be disclosed to the stock exchanges based on application of the guidelines for materiality.

Schedule III PART 'A' and Para 'B'	Provision
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 or new lines of business or closure of operations of any unit/division (entirely 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 agreements(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 company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7	Effects(s) arising out of change in the regulatory framework applicable to the company
8	Litigation(s)/ dispute(s) regulatory action(s) with impact
9	Fraud/ defaults etc. by directors (other than key managerial personnel) or employees of company
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

SEBI Circular date September 9, 2015 has provided the details that need to be provided while disclosing events specified in para A and B of Part A of Schedule III of the Listing regulations.