

***POLICY ON DETERMINATION AND
DISCLOSURE OF MATERIALITY OF EVENTS
AND INFORMATION AND WEB ARCHIVAL
POLICY***

*(This policy is adopted by the Board of Directors in the Board meeting held on
30.05.2022)*

1. REGULATORY LANDSCAPE

- 1.1 Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.
- 1.2 Accordingly, Adhbhut Infrastructure Limited ('the 'Company') herein sets out a Policy for determination of materiality of events and information and disclosure thereof and Web Archival Policy (hereinafter referred to the 'Policy').

2. OBJECTIVES OF THE POLICY:

The purpose of this Policy is to determine materiality of events and information, based on specified criteria, so that the Company makes timely disclosure of events / information specified in Para 'A' and 'B' of Part 'A' of Schedule III of Listing Regulations to the Stock Exchanges as well as disseminates the information on its website.

The Policy thus aims at providing equal access to investors to important information or disclosures which may affect their investment decisions, and in formulating the principles of materiality based on which the Company shall make disclosures of events or information.

3. SCOPE AND EXCLUSIONS

This Policy is applicable to the Adhbhut Infrastructure Limited.

4. POLICY

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below.

- 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 is likely to result in significant market reaction if the said omission came to light at a later date; or
- C. If in the opinion of the Board of Directors, the event / information is considered material.

The events / information which shall be disclosed without application of materiality guidelines listed in this Policy is attached as Annexure I.

An illustrative list of events / information which shall be disclosed to the stock exchanges on application of guidelines of materiality given above is attached as Annexure II.

5. DISCLOSURE OF EVENTS/INFORMATION:

- a. Any event required to be reported under Regulation 30 would be decided by the Whole Time Director & Company Secretary of the Company.

Any other event, even if not covered under Regulation 30 but which is potentially of price-sensitive nature and likely to result in significant market reaction must also be informed, after due evaluation by the Whole Time Director & Company Secretary of the Company.

- b. The Whole Time Director & Company Secretary, and in his/her absence, the Chief Financial Officer and the Chief Executive Officer jointly or severally, shall be responsible and authorised for ascertaining the materiality of events and information, considering their nature based on the parameters set out under Regulation 30.
- c. The Company shall first disclose to the Stock Exchanges all events, as specified in Part A of Schedule III, as soon as reasonably possible (not later than twenty-four hours from the occurrence of the event).

The disclosure with respect to events specified in Sub-para 4 of Para 'A' of Schedule III shall, however, be made within thirty minutes of the conclusion of the Board Meeting or any other timeline as may be prescribed under the listing regulations.

- d. Disclosures made under Regulation 30 shall be hosted on the website of the Company at www.adhbhutinfra.in and communicated to the Stock Exchanges in the permitted mode.

6. WEBSITE DISCLOSURES AND ARCHIVAL

The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such other period, if the period prescribed shall be more than five years by the aforesaid Listing Regulations and /or the Securities Laws as defined in the aforesaid Regulations.

After completion of the minimum period of five years or such other period as prescribed by the Listing Regulations and/or Securities Laws the events or information shall be archived by the Company for a further period of three years. Thereafter such events or information may cease to be displayed on the website of the Company.

7. REVIEW AND MODIFICATIONS TO THE POLICY

The Company is committed to continually reviewing and updating policies and procedures, and this Policy is subject to modifications owing to regulatory changes, etc. Any amendments to this

Policy must be approved as may be authorised by the Board of Directors, and the revised Policy shall be promptly hosted on the Company's website.

The amended regulatory requirements shall supersede the Policy, until such time as the Policy is suitably amended.

8. MONITORING AND REPORTING

The Whole Time Director & CEO, the Chief Financial Officer, and the Company Secretary being the 'Key Managerial Personnel' (KMP) are jointly responsible to the Board for monitoring and reporting the implementation of this Policy.

ANNEXURE I

PARA 'A' OF PART 'A' OF SCHEDULE III OF THE REGULATIONS

Events which shall be disclosed without any application of the guidelines for materiality as specified in Sub-regulation (4) of Regulation (30)

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.
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 Company 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):

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.

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 Company 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. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.
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. A. Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

B. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.
16. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
17. Initiation of Forensic audit.

ANNEXURE I

PARA 'B' OF PART 'A' OF SCHEDULE III OF THE REGULATIONS

Events which shall be disclosed upon application of the guidelines for materiality (Reference Sub-regulation (4) of Regulation (30):

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