

POLICY FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION

1. Objective

In terms of clause 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) the Board of Directors (the “Board”) of Punj Lloyd Limited (the “Company”) has adopted this policy at its meeting held on 6th November, 2015, for determination of materiality of events/information (“**Material Information**”) so that such information can be promptly disclosed to the stock exchanges as well on the website of the Company, as per the prescribed Regulations.

This Policy shall be effective from 1st December, 2015.

2. Policy

(a) An Operating Committee, comprising of the Managing Director and Group CEO, the Chief Financial Officer and the Company Secretary of the Company, shall be the authority to determine the materiality of any event/ information, classify it as a Material Information, decide the appropriate time, in compliance with the provisions of the Regulations, at which disclosure is to be submitted to the stock exchanges and the details that may be disclosed in the best interest of present and potential investors.

(b) Certain information would be *per se* Material Information as per Para A of Part A of Schedule III of the Regulations.

(c) Besides *per se* Material Information, an event/information, would be deemed as Material Information if is likely to have an impact of more than 10% on the gross turnover or revenues or total income or 20% of the net worth, whichever is lower, as per the last audited annual accounts of the Company; or

(d) In some cases, inter-alia including disclosure of events specified in Para B of Part A of Schedule III of the Regulations, if the materiality thresholds as prescribed in clause 2(c) of this policy cannot be applied, the Operating Committee, in such cases, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information/event and while doing so, it may consider, among other factors, the following factors:

- Whether the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- Whether 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
- Whether there would any direct or indirect impact on the reputation of the Company; or
- Whether non-disclosure can lead to creation of false market in the securities of the Company; or
- Whether there would be a significant impact on the operations or performance of the Company or

Provided that any confidential information which if disclosed, is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

3. General

(a) In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard and the operating committee members may make any amendment(s)/modification(s)/correction(s) to this policy as they may deem fit and necessary.

(b) The Company shall disclose such Material Information, including any updations on material developments on regular basis till such time such event is resolved / closed, with relevant explanation.

(c) The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchanges(s) under this Regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on Company's website.

(d) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
