



RDB REAL ESTATE CONSTRUCTIONS LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

1. INTRODUCTION

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), RDB Real Estate Constructions Limited ("the Company") is required to formulate a policy for determination of materiality of events and information which are required to be disclosed to the stock exchanges where the securities of the Company are listed ("Stock Exchanges"). Accordingly, the Board of Directors of the Company at its meeting held on 18th December, 2024 approved and adopted this "Policy for Determination of Materiality of Events for Disclosure to Stock Exchanges" ("Policy") which shall be effective from date of listing of Equity Shares on stock exchange(s).

2. OBJECTIVE

The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges within the time limit as prescribed in this Policy, thereby ensuring a timely and balanced disclosure of all material matters concerning the Company.

In terms of this Policy, the Company endeavors to ensure that it is able to meet its disclosure obligations under Regulation 30 of the Listing Regulations; and establish internal procedures to apprise officers of the Company of their obligations relating to systematic identification, categorization, review and disclosure of events or information which may have a material impact on the performance or operations of the Company and which may materially affect the share prices of the Company.

3. MEASURES FOR DETERMINING MATERIALITY

In addition to the event/ information prescribed in Part A of Schedule III the Company will make disclosure of event or information to the Stock Exchanges as specified by the Securities and Exchange Board of India ("SEBI") from time to time.

Materiality has to be determined on a case-by-case basis depending on specific facts and circumstances relating to the information or event. In order to determine whether a particular event or information is Material in nature, the Board will consider the "quantitative" or "qualitative" criteria mentioned below.

A. Quantitative criteria

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

impact in terms of value, exceeds the lower of the following:

- a) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
- b) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
- c) 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 listed entity;

The above threshold will be determined on the basis of audited financial statements of the Company for the last audited financial year.

B. Qualitative criteria

The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly, or

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

In case where the criteria's specified in the aforementioned clause (A) and (B) is not applicable, an event or information may be treated as being Material if in the opinion of the Board, the event or information is considered Material.

4. MATERIAL EVENTS AND INFORMATION

4.1. The events specified in Para A of Part A of Schedule III to the Listing Regulations shall be deemed to be material events for the purpose of disclosure to the Stock Exchanges, without application of materiality criterion/ thresholds given in clause 3 above.

4.2 The following events and information conforming to the qualitative materiality thresholds given in clause 3(B) or qualitative materiality criteria given in clause 3(A) above shall be considered material for the purpose of disclosure to the Stock Exchanges in terms of Regulation 30(4) of the Listing Regulations:

Sr. No.	Event / Information
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 (in entirety or piecemeal).
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving a contract or order or amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.

5.	Agreements including loan agreement(s), or any other agreement(s) which are binding and not in normal course of business and any revision or amendment or termination thereof.
6.	Disruption of operations of any one or more units or divisions of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or other events such as strikes, lockouts, etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the Company.
10.	Options to purchase securities including any ESOP/ ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

4.3 The Company shall also disclose any other event or information to the Stock Exchanges which is considered material by the Board of Directors of the Company.

4.4. The aforesaid events and information shall be disclosed to the Stock Exchanges in the manner prescribed under the Listing Regulations, as amended from time to time.

5. **AUTHORISATION TO DISCLOSE**

The following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures and for the purpose of making disclosures and disseminate any material event or information to the Stock Exchanges within the applicable timelines ('Authorized Person(s)'):

1. Managing Director or Whole -time Director;
2. Chief Financial Officer;
3. Company Secretary & Compliance Officer
4. Manager, if any.

6. **AMENDMENT**

This Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. In case any provisions of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.