



POLICY FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

CHAVDA INFRA LIMITED

CIN: L45204GJ2012PLC072245

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I. BACKGROUND

Chavda Infra Limited (the "Company") is committed to maintaining the highest standards of transparency, fairness, integrity and timely dissemination of information to its shareholders, investors, regulatory authorities and other stakeholders. The equity shares of the Company are listed on the recognised stock exchange(s), and accordingly the Company is required to comply with the continuous disclosure obligations prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations" or "Listing Regulations").

Regulation 30 of the SEBI Listing Regulations read with Schedule III thereto mandates every listed entity to frame a policy for determination of materiality of events or information which are required to be disclosed to the stock exchange(s). Such policy is intended to assist the relevant employees and Key Managerial Personnel of the listed entity in identifying material events or information and making adequate, accurate and timely disclosures to the stock exchange(s).

This Policy for Determining Materiality of Events or Information and Disclosures ("Policy") has therefore been framed and adopted by the Board of Directors of the Company in accordance with the provisions of Regulation 30 of the SEBI Listing Regulations, the Companies Act, 2013 and other applicable laws, rules, regulations, circulars and guidelines issued by the Securities and Exchange Board of India ("SEBI") from time to time.

The Company endeavours to adhere to all reporting and disclosure requirements arising out of the provisions of the SEBI Listing Regulations, including mandatory disclosures and disclosures based on application of materiality guidelines, as specified therein.

II. OBJECTIVE OF THE POLICY

The objectives of this Policy are:

1. To ensure timely and adequate disclosure of material events or information to the stock exchange(s) in compliance with the SEBI Listing Regulations;
2. To establish a framework for determining materiality of events and information;
3. To ensure that the information disclosed by the Company is adequate, accurate, explicit and communicated in a timely manner;

4. To ensure uniformity in the Company's approach towards disclosures, transparency and protection of investor interests;
5. To provide guidance to the Board of Directors, Key Managerial Personnel and employees in evaluating materiality of events or information;
6. To preserve confidentiality of unpublished price sensitive information until appropriate disclosure is made; and
7. To avoid selective disclosure of material information.

III. DEFINITIONS

In this Policy, unless the context otherwise requires:

a. "Act"

Shall mean the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof.

b. "Board of Directors" or "Board"

Shall mean the Board of Directors of Chavda Infra Limited.

c. "Chief Financial Officer" or "CFO"

Shall mean the person heading and discharging the finance function of the Company, as disclosed by the Company to the recognised stock exchange(s) under the SEBI Listing Regulations.

d. "Company"

Shall mean Chavda Infra Limited.

e. "Key Managerial Personnel" or "KMP"

Shall mean the officers and directors of the Company as defined under Section 2(51) of the Companies Act, 2013.

f. "Listing Regulations" or "SEBI Listing Regulations"

Shall mean the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, including any amendments, modifications, circulars or re-enactments thereof.

g. "Material Event" or "Material Information"

Shall mean such event or information as may be determined in accordance with this Policy and the provisions of Regulation 30 read with Schedule III of the SEBI Listing Regulations.

h. "Ordinary Course of Business"

Shall mean the usual transactions, customs and practices undertaken by the Company in the normal course of its business operations.

i. "Policy"

Shall mean this Policy for Determining Materiality of Events or Information and Disclosures.

j. "Stock Exchange(s)"

Shall mean the recognised stock exchange(s) where the securities of the Company are listed.

k. "Unpublished Price Sensitive Information" or "UPSI"

Shall have the meaning assigned to it under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Words and expressions used but not defined in this Policy shall have the meanings respectively assigned to them under the SEBI Listing Regulations, the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996 and the rules and regulations framed thereunder.

IV. APPLICABILITY

This Policy shall be applicable to all departments, business units, employees, officers and Key Managerial Personnel of the Company who are responsible for identifying, evaluating, escalating and reporting events or information that may require disclosure under the SEBI Listing Regulations.

V. AUTHORITY FOR DETERMINATION OF MATERIALITY

Pursuant to Regulation 30(5) of the SEBI Listing Regulations, the Board of Directors hereby authorises the following Key Managerial Personnel for the purpose of determining materiality of an event or information and for making disclosures to the Stock Exchange(s):

S. No.	Authorized Personnel	Contact Info:
1.	Managing Director;	Email Id: info@chavdainfra.com
2.	Chief Financial Officer;	
3.	Company Secretary and Compliance Officer and/or	
4.	Any other official(s) authorised by the Board from time to time.	

The above authorised persons shall jointly or severally be responsible for:

- assessing the materiality of events or information;
- making appropriate disclosures to the Stock Exchange(s);
- ensuring compliance with applicable disclosure requirements;
- deciding on the timing and contents of disclosures; and
- updating disclosures on a regular basis till the event is resolved or closed.

The contact details of the authorised Key Managerial Personnel shall be disclosed to the Stock Exchange(s) and hosted on the website of the Company.

VI. CRITERIA FOR DETERMINATION OF MATERIALITY

The Company shall consider the following criteria for determination of materiality of events or information as specified under Regulation 30(4) of the SEBI Listing Regulations:

A. Quantitative Criteria

An event or information may be considered material if the expected impact in terms of value exceeds such threshold limits as may be approved by the Board or determined by the authorised Key Managerial Personnel from time to time.

B. Qualitative Criteria

An event or information shall be considered material if:

1. The omission of an event or information is likely to result in discontinuity or alteration of event or information already publicly available; or
2. 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
3. The event or information is considered material by the Board of Directors or the authorised Key Managerial Personnel.

C. Additional Factors

While determining materiality, the following factors may also be considered:

- impact on the reputation of the Company;
- impact on operations or business continuity;
- impact on profitability or financial position;
- impact on stakeholders, investors or customers;
- legal, regulatory or tax implications;
- potential effect on market price of securities; and
- strategic significance of the event or information.

VII. EVENTS OR INFORMATION DEEMED MATERIAL

The events or information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed material events and the Company shall make disclosures of such events without application of the materiality guidelines.

The following events are illustrative in nature and shall be disclosed as applicable:

1. Acquisition(s), scheme of arrangement, merger, demerger, restructuring or sale/disposal of units or division;
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback or restriction on transferability of securities;
3. Revision in credit ratings;
4. Outcome of meetings of the Board of Directors;
5. Agreements including shareholder agreements, joint venture agreements or family settlement agreements affecting management or control;
6. Fraud or defaults by the Company, promoter, director, KMP or subsidiary;
7. Change in directors, KMP, auditors or compliance officer;
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring;
10. One-time settlement with banks or financial institutions;

11. Reference to BIFR, winding-up petition or insolvency proceedings;
12. Proceedings of annual and extraordinary general meetings;
13. Amendments to memorandum or articles of association;
14. Schedule of analyst or institutional investor meetings;
15. Action(s) initiated or orders passed by regulatory, statutory or enforcement authorities;
16. Pendency of litigation or disputes having material impact;
17. Any other event or information as may be specified by SEBI from time to time.

VIII. EVENTS OR INFORMATION REQUIRING APPLICATION OF MATERIALITY GUIDELINES

The events or information specified in Para B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed upon application of the materiality criteria specified under this Policy.

Such events may include:

1. Commencement or postponement of commercial operations;
2. Change in general character or nature of business;
3. Capacity additions or product launches;
4. Awarding, bagging or receiving of significant orders or contracts;
5. Disruption of operations due to natural calamity, force majeure or other events;
6. Effect arising out of change in regulatory framework;
7. Litigation, disputes or tax matters having material impact;
8. Granting, withdrawal, surrender or cancellation of key licenses or regulatory approvals;
9. Any other information/event likely to materially affect business or financials.

IX. TIMELINE FOR DISCLOSURE

The Company shall disclose all material events or information to the Stock Exchange(s) as soon as reasonably possible and in accordance with the timelines prescribed under the SEBI Listing Regulations.

1. Events specified in Para A of Part A of Schedule III shall generally be disclosed within thirty minutes from the closure of the meeting of the Board of Directors.

2. Material events or information arising otherwise than from Board meetings shall be disclosed within twelve hours from occurrence of the event or information.
3. In case disclosure is made after the prescribed timelines, the Company shall provide explanation for such delay.
4. The Company shall provide regular updates in relation to material developments until such event is resolved or closed.

X. PROCEDURE FOR IDENTIFICATION AND DISCLOSURE

1. Every employee, functional head or department head shall promptly inform the authorised Key Managerial Personnel regarding occurrence or likely occurrence of any event or information that may be material.
2. The authorised Key Managerial Personnel shall evaluate the event or information based on the criteria specified in this Policy and applicable laws.
3. Upon determination of materiality, appropriate disclosure shall be prepared and submitted to the Stock Exchange(s) within the prescribed timelines.
4. The disclosure shall be factual, clear, unambiguous and contain sufficient details to enable stakeholders to assess the impact of the event or information.
5. The authorised Key Managerial Personnel may seek external legal, financial or professional advice wherever necessary.

XI. DISCLOSURE ON WEBSITE

All material disclosures made to the Stock Exchange(s) shall also be hosted on the website of the Company in accordance with the applicable provisions of the SEBI Listing Regulations.

Such disclosures shall remain hosted on the website for a minimum period of five years and thereafter as per the archival policy of the Company.

XII. CONFIDENTIALITY

The Company shall maintain confidentiality of all unpublished price sensitive information until such information is disclosed to the Stock Exchange(s) in accordance with applicable laws.

All employees, directors and connected persons shall comply with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

XIII. RUMOURS AND MEDIA REPORTS

The authorised Key Managerial Personnel shall evaluate requests for verification of market rumours or media reports in accordance with Regulation 30(11) of the SEBI Listing Regulations and applicable SEBI circulars.

The Company may provide clarification or confirmation regarding market rumours, reports or information published in mainstream media where such clarification is considered necessary or mandated under applicable regulations.

XIV. INTERPRETATION

Any question regarding interpretation of this Policy shall be referred to the Board of Directors or the authorised Key Managerial Personnel.

In case of any inconsistency between this Policy and applicable laws, the provisions of applicable laws shall prevail.

XV. AMENDMENT

The Board of Directors of the Company reserves the right to amend, modify or revise this Policy in whole or in part at any time in accordance with applicable laws.

Any amendment to the SEBI Listing Regulations or other applicable statutory provisions shall automatically apply to this Policy.

XVI. REVIEW OF POLICY

This Policy shall be reviewed periodically by the Board of Directors or any committee thereof as may be considered necessary and in accordance with applicable laws and regulatory requirements.

XVII. EFFECTIVE DATE

This Policy has been approved by the Board of Directors of Chavda Infra Limited at their meeting held on July 20, 2023 and shall come into effect from the date of approval.

XVIII. DISCLOSURE OF THE POLICY

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company in accordance with the SEBI Listing Regulations.