



# **PNC INFRA TECH LIMITED**

## ***POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION***

## POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION



### 1. Statutory Mandate

The Board of Directors (The “Board”) of PNC Infratech Limited (the “Company”) has adopted the policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy has been applicable to the Company with effect from December 01, 2015 in terms of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

### 2. Policy Objective and Scope

To determine the events and information which in the opinion of the Board are material and need to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The purpose of this document is to present a high level policy statement for PNC Infratech Limited (the “Company”) regarding disclosure of material events/information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

The policy is intended to define Company’s policy on disclosure of events/information and to provide guidance to the Board of Directors and KMPs of the Company in making decisions and undertaking regarding its responsibility about making public such events/information which may materially affect the performance of the Company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website details of information/events which are considered material and which may have a bearing on the performance of the Company and which may materially affect the share prices of the Company.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the Listing Regulation and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

### 4. Definitions

“**Audit Committee or Committee**” means Audit Committee constituted by the Board of Directors of the Company, from time to time under provisions of Listing Regulation, and/or the Companies Act, 2013, as amended from time to time.

**“Board of Directors or Board”** means the Board of Directors of PNC Infratech Limited, as constituted from time to time.



**“Company”** means a Company incorporated under the Companies Act, 1956 or under any other act prior to or after Companies Act, 1956.

**“Independent Director”** means Independent as defined under Section 2(47) of the Companies Act, 2013 and Listing Regulation, as amended from time to time.

**“Policy”** means Policy on Disclosure of Material Events/Information.

**“Material Events”** are those that are specified in Part A of Schedule III of the Listing Regulation.

**“Listing Regulation”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Key Managerial Personnel” (KMP)** means key managerial personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.

## **5. Disclosure**

Either based on the recommendation of the Audit Committee of Directors or suo moto the Board of Directors of the Company shall determine the events which are classified under different categories to be material and/or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

- i. All events or information which are material in terms of Listing Regulations as mentioned in Part A of Schedule III shall be disclosed first to the stock exchange(s) as soon as reasonably possible and in any case not later than the following:
  - a. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken; however, in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting;
  - b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
  - c. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines. In case disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.



- ii. The Company shall ensure that the updated disclosure with respect to the material event/information is made to the stock exchanges on a regular basis till such time the event/information is resolved/closed, with relevant explanation.
- iii. The Company shall also disclose all such events or information with respect to subsidiaries which are material for the company.
- iv. It is clarified that as regard any event/information, only such impact which is direct and perceivable, and not remote, shall be considered.
- v. In addition to the above, the Company may make voluntary disclosures of events/information, as may be specified by the Board or by SEBI from time to time.
- vi. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, then the Company shall make adequate disclosures in regard thereof.
- vii. Upon the applicability of this provision on the Company on the basis of Market Capitalization as and when notification issued by SEBI, The Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of Listing Regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information. If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.
- viii. The Company shall also disclose an event or information to the Stock Exchange pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority.

While making disclosure of material events or information, the Company shall provide the details to enable investors to make well-informed investment decisions, timely, adequate and to maintain uniformity in disclosures to ensure compliance in letter and spirit as directed by SEBI from time to time.

#### **6. Criteria for determination of materiality of events /information**

The Company shall consider the following criteria for determination of materiality of events/information:

- a. The omission of an event or information would 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. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
- (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
  - (2) 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;
  - (3) 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.
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.



#### **7. Authority for determination of Materiality of events /information**

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Finance Officer and Company Secretary hereby jointly and severally authorized to determine whether the event/information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchange, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

#### **8. Website Updation/Updation to Stock Exchange**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

#### **9. Disaster Preparedness**

In the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all other Company Activities.

The Company has made appropriate provision for the backup of its digital collections, including the provision of offsite security copies. The backup copies are actively maintained to ensure their continued viability.

#### **10. Authorization to KMPs to suo-moto accept/deny reported event or information**

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Finance Officer and Company Secretary are hereby jointly and severally authorized to suo-moto accept/deny any report event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.



### **11. Compliance Officer**

The Compliance Officer for the purpose of complying with the provisions of Listing Regulation shall be the Company Secretary of the Company.

### **12. Policy Review**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Committee/Board of Directors.

### **13. Amendment to the Policy:**

The Board of Directors on its own and/or as per the recommendations of Risk Management Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

**This Policy for Determination of Materiality of any Event/Information has been approved by the Board of Directors by passing resolution by circulation on 01.12.2015 which became effective from the same day. This Policy has been last revised on 10.02.2025 by the Board of Directors. This Policy shall be displayed on the website of the Company.**

**For and on behalf of Board of Directors**

**Place: Agra  
Date: 10.02.2025**

**sd/-  
Company Secretary**

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