

**POLICY FOR DETERMINING MATERIALITY OF EVENTS**

**1. OBJECTIVE:**

The Policy is framed by the Board of Directors of Nitiraj Engineers Limited in line with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'):

- to provide an overall governance framework for determination of materiality of events / information;
- to ensure timely and adequate disclosures of material events / information fully, fairly, correctly and transparently to the Stock Exchange(s), in pursuance with the Listing Regulations, to enable present and potential investors to take informed decision/s with respect to their investment in the Company.

**2. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

2.1 The Company shall mandatorily disclose the events / information that are deemed to be material, as specified in Para A of Part A of Schedule III of the Listing Regulations, without applying any test of materiality.

2.2 The Company shall make disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations, on a case-to-case basis, depending on facts and circumstances, based on application of the guidelines for determining materiality, as specified below:

- a) Likely impact of 10% or more on the gross turnover, or revenues or total income as per the last Financial Statements of the Company, or likely impact of 20% or more on the net worth as per the last Financial Statements of the Company; whichever is higher;
- b) the omission of an event or information, which is likely to result in discontinuity or alteration of event / information already available in public domain;
- c) 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;

d) any other event / information which, in the opinion of the Board of Directors of the Company, is material and necessary to enable the security holders of the Company to appraise its position and to avoid the establishment of a false market in such securities.

2.3 The Company shall disclose all events or information with respect to its Subsidiaries, which are material to the Company.

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

**3. SCOPE OF DISCLOSURES OF EVENTS OR INFORMATION:**

3.1 The Company shall disclose to the stock exchanges of all material events / information, as soon as reasonably possible, but not later than 24 hours of the occurrence of the event / information. In case the disclosure is made after twenty-four (24) hours of occurrence of such event or information the Company shall, along with such disclosure(s) provide an explanation for delay.

3.2 The Company shall disclose to the stock exchanges of all the events specified in sub-para 4 of Para A of Part A of Schedule III of the Listing Regulations within thirty (30) minutes of the conclusion of the board meeting.

3.3 The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved / closed.

3.4 The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

3.5 All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

**4. AUTHORITY TO KEY MANAGERIAL PERSONNEL:**

The Board of Directors hereby appoint Mr. Rajesh Bhatwal, Managing Director and Mr. Kailas Agarwal, Chief Financial Officer (hereinafter referred as Designated Officers) as the persons authorized severally to determine:

- the Materiality of any event or information,
- the appropriate time at which disclosure is to be filed with the stock exchanges, and
- details that may be filed with the stock exchanges in the best interest of present and potential investors.

**5. DISSEMINATION OF POLICY:**

This Policy shall be hosted on the website of the Company at [www.nitiraj.net](http://www.nitiraj.net) and address of the web-link thereto shall be provided in the Annual Report of the Company.

**6. POLICY REVIEW AND AMENDMENTS:**

The Board will constantly review, and if found essential, may amend this Policy from time to time, so that the Policy remains compliant with applicable legal requirements.

**7. SCOPE AND LIMITATION:**

In the event where the terms of this Policy differ from the provisions of any existing or new statutory enactments, Rules, Regulations or standard governing the Company, the provisions of such statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

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