



POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

BACKGROUND AND APPLICABILITY OF THE POLICY

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") requires every Listed Company to disclose events or information which, in the opinion of the Board of Directors of a Company are material.

In this context, the following policy has been framed by the Board of Directors ("Board") of CIAN Agro Industries & Infrastructure Limited ("Company") with the objective of determining materiality of events.

Regulation 30 of the Regulations mandates disclosure of all deemed material events to the Stock Exchanges. These events have been specified in Para A of Part A of Schedule III of the Regulations and shall be disclosed as applicable from time-to-time.

For disclosure of certain events (as specified in Para B of Part A of Schedule III) to the Stock Exchanges the following criteria shall be considered by the Board for determining whether the events are material or not:-

Where the omission of an event or information, is likely to result in:

discontinuity or alteration of event or information already available publicly or

a significant market reaction if the said omission came to light at a later date.

Where it would be difficult to report the events based on qualitative criteria as stated in points a) and b) above, the same may be considered material for disclosure, upon meeting materiality thresholds as mentioned herein below.

This Policy shall also apply to the events to which neither Para A or Para B of Part A of Schedule III applies but have a material effect on the Company.

MATERIALITY THRESHOLDS

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event.

The qualitative (as stated in points a and b) and quantitative criteria shall apply to events specified in Para B of Part A of Schedule III of the SEBI Regulations only. (reproduced as an Annexure to this Policy).

The following will be the materiality criteria:

An event specified in the Annexure to the policy would be considered material if the impact of the event, if measured in

For points 1 to 9 of the Annexure, if it exceeds 10 % of the consolidated income, consolidated profit before tax or consolidated net worth, as may be applicable.

For Frauds/ defaults, etc. by directors (other than key managerial personnel) or



employees of the Company involving financial impact of Rs. 5 crore or more.
For Options to purchase securities, including any ESOP/ESPS Scheme amounting to 2% of post- issue equity share capital.

For giving of guarantees or indemnity or becoming a surety for any third party in excess 10% of the consolidated net worth of the Company.

The above thresholds shall be determined on the basis of the last annual audited consolidated financial statements of the Company.

AUTHORIZED PERSONS

The Board of Directors of the Company have authorized the Whole-time Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary to determine the materiality of event or information and to make appropriate disclosures on timely basis. The Authorized Persons are also empowered to seek appropriate counsel or guidance, as and when necessary from other internal or external stakeholders as they deem fit.

The Contact details of the persons authorized to determine materiality of events or to inform the same to Stock Exchange under this policy are as follows

Sr. No.	Name	Designation	Contact Details
1	Mr. Arvind Bakde	Whole-time Director	CIAN Agro Industries & Infrastructure Limited Reg. Off.: 7 th Floor, 602 B Wing, Shriram Shyam Tower, Kingsway Nagpur-01 Email: info@cianindustries.com investors@cianindustries.com Tel. No.: 0712-2551144/1155
2	Mr. Suneet Pande	Chief Executive Officer	
3	Mr. Nitin Bedekar	Chief Financial Officer	
4	Mr. Rohan Deshpande	Company Secretary & Compliance Officer	

DISCLOSURE PROCESS

The Whole-time Director, Chief Executive Office, Chief Financial Officer and Company Secretary of the Company shall severally be responsible and authorized to review and evaluate an event or information that may qualify as material and may require disclosure.

After evaluation, any one of the above mentioned persons shall make disclosure to the Stock Exchanges.

The Whole-time Director, Chief Executive Office, Chief Financial Officer and Company Secretary of the Company are further authorized to determine the appropriate time at which the disclosure are to be made based on an assessment of actual time of occurrence of an event or information.

The Company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same via other media, including the press release, website, etc.



Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure.

Regular updates, where relevant, shall be made with relevant explanations.

All disclosures shall be available on the website of the Company for a period of 5 years.

MODIFICATION OF THE POLICY

This Policy is framed based on the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified on September 2, 2015. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. The Policy shall be reviewed by the Audit Committee and on recommendations shall be modified by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by the Audit Committee.

The list of events in Annexure, as it stands today may be updated, from time to time, by authorized persons, to reflect any changes to the Regulations and the updated version be issued and published as necessary, without any requirement for approval from the Audit Committee or the Board.

Annexure

(Same as Para B of Part A of Schedule III)

Events which shall be disclosed upon application of materiality thresholds as set out in point II after the application of Qualitative test set out in Point I:

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 (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lockouts, etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the



Company.

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
10. Fraud/defaults etc., by directors (other than key managerial personnel) or employees of the Company.
11. Options to purchase securities including any ESOP/ESPS Scheme.
12. Giving of guarantees or indemnity or becoming a surety for any third party.
13. Any other information viz is major development that is likely to affect business.

