



## MATERIALITY OF EVENTS POLICY

### PREAMBLE

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred as “SEBI (LODR) Regulations, 2015”] read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015 mandates every listed entity to formulate and adopt a Policy for determining Materiality of Events Policy.

Accordingly, “Materiality of Events Policy” of Bharat Hotels Limited has been designed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters/make influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations, 2015.

This Policy will be effective from the date of listing of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited. ,

### DEFINITIONS

1. “Determining Authority” means persons duly authorised by the Board of Directors, from time to time, for the purpose of determining the Materiality of any event or any transaction or information and for the purpose of making disclosure to Stock Exchange(s). The contact details of the Determining Authority, and any changes therein as may be determined by the Board, shall be disclosed to the stock exchange(s) and as well as uploaded on the Company's website i.e. [www.thelalit.com](http://www.thelalit.com)
2. “Company”, “This Company” or “The Company”, wherever occur in the policy shall mean “Bharat Hotel Limited”.
3. “Policy” or “this policy” means "Materiality of Event Policy".
4. “Stock Exchanges” means where the equity shares of the Company are listed i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

### INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations, 2015 and Companies Act, 2013, as amended from time to time.

## **REPORTING AND DISCLOSURES**

Regulation 30 of SEBI (LODR) Regulations, 2015, have categorised 'material' events which will have bearing on the performance/operations of the Company.

As provided hereunder, events in **Category A** shall be disclosed to Stock Exchanges without application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.

Events that have been provided in **Category B** shall be disclosed to Stock Exchanges upon application of guidelines for materiality by determining authority.

Any other major event as per **Category C**, which have not been covered under Category A & Category B, shall also be disclosed to the Stock Exchanges.

## **GUIDELINES**

Within the overall framework of the above Authority, all disclosures made under Regulation 30 of SEBI (LODR) Regulations, 2015 shall contain information/facts/details as required to be disclosed under SEBI (LODR) Regulations, 2015, as amended from time to time.

Further, as regards Regulation 30(9) of SEBI (LODR) Regulations, 2015, the Materiality Thresholds specified for Category B events shall also apply for the subsidiaries of the Company. Without prejudice to the generality of Category A, B and C above, the Company may make disclosures of event/information pertaining to itself and/or its subsidiaries, as specified by the Board of Directors from time to time or as may be deemed fit by any of the Determining Authority.

## **DISCLOSURE ON WEBSITE**

The Company shall disclose on its website i.e. [www.thelalit.com](http://www.thelalit.com) all such events or information which has been disclosed to stock exchanges under this Policy for and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

## **IMPLEMENTATION**

The Company will adhere to highest standards with regard to the implementation of this policy. The Determining Authority shall have overall responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary.

## **REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

## **EFFECTIVE DATE:**

This Policy will be effective from the date of listing of the equity shares of the Company on BSE Limited and on National Stock Exchange of India Limited

## EVENTS COVERED IN CATEGORY A

**Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation 30:**

**1.** Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,

- i.** acquiring control, whether directly or indirectly; or,
- ii.** acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
  - a)** the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
  - b)** there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two percent of the total shareholding or voting rights in the said company.

**2.** Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

**3.** Revision in Rating(s).

**4.** Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a)** dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- b)** any cancellation of dividend with reasons thereof;
- c)** the decision on buyback of securities;
- d)** the decision with respect to fund raising proposed to be undertaken

**e)** increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

**f)** reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; **g)** short particulars of any other alterations of capital, including calls;

**h)** financial results;

**i)** decision on voluntary delisting by the Company from stock exchange(s)

**5.** Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

**6.** Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.

**7.** Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

**8.** Appointment or discontinuation of share transfer agent.

**9.** Corporate debt restructuring.

**10.** One time settlement with a bank.

**11.** Reference to BIFR and winding-up petition filed by any party / creditors

**12.** Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.

**13.** Proceedings of Annual and extraordinary general meetings of the Company.

**14.** Amendments to memorandum and articles of association of listed entity, in brief.

**15.** Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

## EVENTS COVERED IN CATEGORY B

### Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation 30:

The following events shall be disclosed such events has impact of more than the materiality threshold limit i.e **Impact of 10% or more on the Consolidated Turnover or net worth of the Company, whichever is higher.**

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 (entirety or piecemeal)
3. Capacity addition
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, revision(s) or amendment(s) and 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. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
10. Options to purchase securities including any ESOP/ESPS Scheme

11. Giving of guarantees or indemnity or becoming a surety for any third party
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

**EVENTS COVERED IN CATEGORY C**

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities, market sensitive information.