

## **POLICY FOR DETERMINATION OF MATERIAL EVENTS**

### **1. Introduction:**

In terms of Regulation 30 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (effective December 1, 2015), every company which has listed its ‘Specified Securities’ (as defined hereinafter) is required to frame a policy for determining materiality of an event or information and accordingly is required to make disclosure of such material events based on the policy. In compliance with the said requirement of the Listing Regulations, the Board of Directors of Oberoi Realty Limited have framed this policy for determination of material events.

This Policy will be applicable to the Company effective December 1, 2015 or such other date as may be specified by Securities and Exchange Board of India and the Board may amend this Policy from time to time.

### **2. Policy objective:**

The objective of this Policy is to define the parameters/ criteria on achieving of which a particular events / information of the nature specified in Part B of Part A of Schedule III to the Listing Regulations would be considered as material and warrant disclosure in terms of Regulation 30(3) of the Listing Obligations.

### **3. Definitions:**

“**Board of Directors**” or “**the Board**” means the Board of Directors of a Company, as constituted from time to time.

“**Company**” means Oberoi Realty Limited.

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

“**Material Events**” means events of the nature as specified in Para B of Part A of Schedule III which are deemed to be material based on the application of this Policy.

“**Policy**” means this Policy for Determination of Material Events.

“**Specified Securities**” means ‘equity shares’ and ‘convertible securities’ as defined under clause (zj) of sub-regulation (1) of regulation 2 of Listing Regulations.

#### 4. Policy for determining Material Event:

An event/ information of the below mentioned nature and as listed in Para B of Part A of Schedule III of Listing Regulations shall be considered as a Material Event in case of fulfilling of the criterion as specified against it.

Sr. No.	Events	Criterion for determining materiality
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Not applicable
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)	If the likely impact of such arrangement exceeds 10% of the consolidated profit before tax as per the latest audited annual financial statements.
3	Capacity addition or product launch.  (Note: since the Company is into real estate development, acquisition of land and/ or land development rights either directly or indirectly (including by entering into joint ventures) and launch of project will be considered under this head)	<p><b><u>Acquisition of land/ land development rights:</u></b> If the cost outlay (including deposits, taxes and incidental costs) exceeds 20% of the consolidated net worth as per the latest audited annual financial statements, subject to the cost outlay being atleast Rs. 900 crore.</p> <p><i>Time of occurrence of event:</i> On signing of definitive agreements.</p> <p><b><u>Launch of residential / commercial projects meant for sale:</u></b> If the total anticipated sale value of the project, including all phases if any, exceeds Rs 1000 crore.</p>

Sr. No.	Events	Criterion for determining materiality
		<p>It is clarified that in case of launch of project in phases, the relevant disclosure will be made at the time of launch of first phase.</p> <p><i>Time of occurrence of event:</i> On opening of bookings for public for the project.</p> <p><b><u>Launch of investment properties:</u></b> If the total anticipated rentals from the project exceeds Rs 100 crore per annum.</p> <p><i>Time of occurrence of event:</i> When 25% of the area of the said project has been leased out.</p> <p><b><u>Launch of hospitality project:</u></b> On commencement of commercial operations of the hotel.</p> <p>In case of reclassification of investment property to commercial projects meant for sale and vice-versa, subject to the fulfilling of criterion for materiality for the reclassified category, the time of reclassification shall be considered as the time of occurrence of event.</p>
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	<p><b><u>Awarding/ bagging/ receiving/ termination:</u></b> If the value of order/ contract exceeds 20% of the consolidated net worth as per the latest audited annual financial statements, subject to the value of order/ contract being atleast Rs. 900 crore.</p> <p><b><u>Amendment of such orders/contracts:</u></b> If the value of amendment exceeds 20% of the latest value of the order/ contract.</p>

Sr. No.	Events	Criterion for determining materiality
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.	<p><b><u>Signing/ obtaining/ terminating of agreement:</u></b> If the value of such agreement exceeds 20% of the consolidated net worth as per the latest audited annual financial statements, subject to the value of agreement being atleast Rs. 900 crore.</p> <p><b><u>Amendment of such agreement:</u></b> if the value of amendment exceeds 20% of the latest outstanding value of the agreement.</p>
6	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	<p><b><u>In case of ongoing projects:</u></b> If the operations are likely to be disrupted for a period more than 90 days and the likely impact of such disruption exceeds 20% of the consolidated profit before tax as per the latest audited annual financial statements, subject to the impact being atleast Rs. 90 crore.</p> <p><b><u>In case of completed project or part thereof:</u></b> If the operations are likely to be disrupted for a period more than one week and the likely impact of such disruption exceeds 20% of the consolidated profit before tax as per the latest audited annual financial statements, subject to the impact being atleast Rs. 90 crore.</p>
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity	If the likely impact of such change exceeds 20% of the consolidated profit before tax as per the latest audited annual financial statements, subject to the impact being atleast Rs. 90 crore.
8	Litigation(s) / dispute(s) / regulatory action(s) with impact.	<b><u>Litigation involving P&amp;L impact:</u></b> If the claim under the litigation exceeds 20% of the consolidated profit before tax as per the latest audited annual financial statements, subject to the impact being atleast Rs. 90 crore.

Sr. No.	Events	Criterion for determining materiality
		<p><b><u>Litigation involving Balance Sheet impact:</u></b> If the claim under the litigation exceeds 20% of the consolidated net worth as per the latest audited annual financial statements, subject to the claim being atleast Rs. 900 crore.</p>
9	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.	If the impact (on the results of the Company) of the fraud/ default by the directors (other than key managerial personnel) or employees, exceeds 1% of the consolidated profit before tax as per latest annual audited financial statements, subject to the impact being atleast Rs. 4 crore..
10	Options to purchase securities including any ESOP/ESPS Scheme.	If the option entails creation of equity shares exceeding 1% of the total equity shares as on the date of passing of the Board resolution.
11	Giving of guarantees or indemnity or becoming a surety for any third party.	If the value of such guarantees or indemnity or surety exceeds 20% of the consolidated net worth as per latest annual audited financial statements, subject to the value of the guarantees/ indemnity/ surety being atleast Rs. 900 crore.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	<p>Key licenses or regulatory approvals are those which impact the ability of the Company to function as a real estate developer and not the routine licenses / approvals required during the course of construction / development of a project.</p> <p><b><u>Granting/ surrender of such key licenses or regulatory approvals:</u></b> To be disclosed at the time of grant/ surrender, as the case may be.</p> <p><b><u>In case of withdrawal/ cancellation/ suspension of such key licenses or</u></b></p>

Sr. No.	Events	Criterion for determining materiality
		<b>regulatory approvals:</b> If the likely time period for revival of license/ approval which has been withdrawn / cancelled / suspended is more than six months.

**5. Disclosure of Material Events:**

The Company shall disclose all the above Material Events first to the stock exchange(s) as soon as reasonably possible and not later than 24 hours from the occurrence of such event, including their updates, if any. In the event the Company fails to make the disclosure within the said period, the Company shall also provide an explanation for such delay.

All disclosures made under this Policy 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.

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

**6. Authorization for disclosure:**

Following Key Managerial Personnel are authorized for the purpose of determining materiality of an event based on criteria stated in this Policy and for purpose of making disclosure to stock exchanges.

1. The Managing Director; or
2. The Chief Financial Officer; or
3. The Company Secretary.

**7. Disclosure:**

This Policy will be disclosed on the Company's website.