MEP INFRASTRUCTURE DEVELOPERS LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY
OF EVENTS OR INFORMATION**

I. PREFACE

a. This Policy is approved and adopted by the Board of Directors of MEP Infrastructure Developers Limited (hereinafter referred to as "the Company") at its meeting held on February 9, 2016 and named as "MEP Infrastructure Developers Limited – Policy for determination of materiality of events or information" (hereinafter referred to as "this Policy").

b. This Policy is framed in compliance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations") for determination of materiality of events or information based on criteria specified in these Regulations for dissemination of information to the investors / other stakeholders.

c. This Policy aims to disseminate timely, adequate and accurate disclosure of all material events or information which in the opinion of the Board of Directors of the Company is material and to document procedure for such dissemination.

II. MATERIALITY THRESHOLDS UNDER THIS POLICY

a. In terms of the Regulation 30 of the Regulations, the events specified in Para A of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, are deemed to be material events and the Company shall mandatorily require to make disclosure of such events.

b. Further, the Company shall require to make disclosure of events specified in Para B of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, based on the following criteria as specified under the Regulations for determination of materiality of an event or information:

   (i.) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
   (ii.) 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.
   (iii.) In case where the criteria specified under sub clause (i) and (ii) above are not applicable, an event or information may be treated as being material, if in the opinion of the Vice Chairman and Managing Director of the Company, the event/ information is considered material.

c. As specified in Para C of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, the Company shall promptly disclose any other information or event viz., major development that is likely to affect business, e.g. emergence of new technologies in the infrastructure segment, any change of accounting policy that may have a significant impact on the financial statements of the Company 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.

d. In case where the material thresholds as specified in sub-clauses (a) to(c) above are not applicable, an event or information may be treated by the Company as being material, if in the opinion of the Board and/or the Vice-Chairman & Managing Director of the Company, the event or information is considered material.

III. DISCLOSURE OF EVENTS OR INFORMATION UNDER THIS POLICY

a. Any event required to be reported shall be informed to the Vice-Chairman & Managing Director or Executive Director or Chief Financial Officer of the Company on an immediate basis with adequate supporting data or information to facilitate a prompt and appropriate disclosure. They shall severally be responsible and authorised for determination of the materiality of events or information for disclosure.

b. Any other event, even if not covered under this policy but is potentially of price sensitive nature, must also be informed, for further evaluation to the Vice-Chairman & Managing Director or Executive Director.

c. The Key Managerial Personnel ("KMP") of the Company as defined under the Companies Act, 2013, shall severally be responsible and authorised for dissemination of such events and information in accordance with provisions of the Regulations or any other law as may be applicable.

d. The Company shall first disclose to stock exchange(s) of all material events, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

e. The disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III of the Regulations including any amendment thereto for the time being in force, shall be made within thirty minutes of the conclusion of the Board Meeting.

f. The Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

g. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s), for a minimum period of five years.

IV. AMENDMENTS

The Board of the Company may/shall, subject to applicable laws or any amendment thereto, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this Policy entirely with a new policy. The Board may also establish further rules and procedures, from time to time, to give effect to this Policy.

V. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Regulations / the Companies Act, 2013 or any other statutory enactments or rules, the provisions of the Regulation / the Companies Act, 2013 or statutory enactments or rules shall prevail over this Policy.

VI. DISSEMINATION OF POLICY:

This Policy shall be hosted on the website of the Company.

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