



**Policy for determination of Materiality for Fair Disclosure of Material
Events/Unpublished Price Sensitive Information to Stock Exchange(s)
and Archival Policy**

Version - 2

Effective April 01, 2019

(Adopted by Board of Directors in Board meeting held on May 22, 2019)

[Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Schneider Electric Infrastructure Limited

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CIN: L31900GJ2011PLC064420

Website: www.schneider-infra.in

A. OBJECTIVE OF THE POLICY

The objective of this Policy is to determine the materiality for disclosure of event or information ("Policy") is to fix criteria for determination of materiality of an event/information in relation to Schneider Electric Infrastructure Limited ("Company") to ensure timely and adequate disclosure of material events/information to the stock exchanges and the Archival Policy.

The Company recognizes its responsibility to its investors for disseminating material information in a fair, transparent and timely manner. Accordingly, the Company via this Policy is setting out the criteria for determining materiality and their appropriate disclosures.

The Policy shall be read together with Company's Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and Policy for Determination of Legitimate Purpose formulated under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

B. INTERPRETATION

Words and expressions used in this Policy have the same meaning as contained in Listing Regulations, and or other applicable laws and amendments thereunder.

C. DISCLOSURE PRINCIPLE AND GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENT(S)/ INFORMATION

1. The events as specified in (A) of Part A of Schedule III of the Listing Regulations (Enclosed as **Annexure I**) as shall be disclosed irrespective of Materiality.
2. The events as specified in (B) of Part A of Schedule III of the Listing Regulations (Enclosed as **Annexure II**) shall be disclosed on application of the guidelines for Materiality.

While making disclosure under clause 1 & 2 above, the Compliance Officer shall ensure that the necessary details of the events as detailed under SEBI Circular CIR/CFT/CMD/4/2015 dated September 09, 2015 (as may be amended from time to time) are captured in the disclosure made by the Company.

The Company shall apply the following guidelines for determination of Materiality of event(s)/information covered by point 2 above:

Quantitative threshold- For the purpose of assessing whether a particular transaction or the amounts involved in that transaction are "material" the following information will also be considered

- a. The consideration involved in the transaction is more than 10% of Company' annual revenue, net worth or profit.
- b. Whether the transaction is in the ordinary course of business;
- c. Whether the transaction represents a significant shift in Company's' strategy.

Qualitative criteria -

- a. Non-disclosure of such event that would result in discontinuity or alteration of event or information already available in the public;
- b. Non-disclosure of an event that would likely to result in significant market reaction, if the said omission came to light at a later date;
- c. Any information which related directly to indirectly to a listed entity and which if published is likely to materially affect the price of shares of the listed entity;
- d. The event and information, in the opinion of the Board is considered as price sensitive/ material for the business operation /performance of the Company;
- e. The Company shall disclose any unreasonable delay in regulatory approvals, any adverse findings by regulatory having an impact on the performance of the Company or on the price of shares;
- f. Any regulatory development/ action (positive or negative) that can have material impact on future operations and financials of the Company or the Group including its ability to continue to perform its normal business operations shall be disclosed.

D. COMMUNICATION DURING WINDOW CLOSURE PERIOD

During the window closure period, the authorized representatives of the Company (except with the approval of the WTDs) will not meet with members of the investor community to discuss financials and/or operational results. During this period, the Investor Relations Department will answer only questions in the nature of clarification of historical information or understanding of overall business.

During the Closed Trading Window, any Disclosure or a press release or press conference will be permitted only after obtaining prior approval of the Whole Time Directors. This shall include disclosures made internally to the Employees in Group mailers.

E. TIME FRAME FOR DISCLOSURE OF INFORMATION

The Company will disclose all the material events/information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder.

For all other matters, the timing of occurrence of an event and/or availability of information has to be decided on a case to case basis e.g. with reference to any force majeure or natural calamity events that has occurred creating an impact, then immediately on becoming aware of the event / information; in matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

F. AUTHORITY FOR DETERMINING MATERIALITY

As prescribed under Regulation 30 of Listing Regulations, the Board of Directors of the Company has authorised the Key Managerial Personnel [KMPs] i.e. Chief Executive Officer, Chief Financial officer and Company Secretary (CEO, CFO & CS) for the purpose of determining materiality of an event or information.

G. DISCLOSURES TO THE STOCK EXCHANGES

Company Secretary/Compliance Officer of the Company have been authorised to deal with dissemination of information and disclosure of Material Events/Information to the stock exchange and uploading on the website.

H. LAWS TO TAKE PRECEDENCE AND AMENDMENT

In case any of the provisions of this Policy are inconsistent with the applicable laws, then the provisions of applicable laws shall prevail over the Policy to that extent and the Policy shall be deemed to have been amended so as to be read in consonance with applicable laws.

As this Policy is pursuant to the applicable laws, if any change to applicable laws or interpretation thereof necessitates any change to the Policy, then this Policy shall be read so as to accommodate the changes.

The Authorised KMPs will review the Policy to give effect to above, as and when need arise, till such time as the Board of Directors makes the necessary changes to the Policy as mentioned below.

The Board of Directors of the Company shall make such alterations to this Policy as and when necessitated or as deemed fit, provided they are not inconsistent with the provisions of the applicable laws.

I. ARCHIVAL POLICY

As prescribed under R. 30(5) of the Listing Regulations, the Company shall disclose on its website all such events or information which are disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the discretion of the Company Secretary, who may decide to retain the information hosted or discard the same.

SCHEDULE III
PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES
[Regulation 30]

DISCLOSURES OF EVENTS OR INFORMATION WHICH ARE DEEMED TO BE MATERIAL

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

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 per cent 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 listed entity 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 listed entity 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 listed entity), 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 listed entity 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 (OTS) 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
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 listed entity to analysts or institutional investors

SCHEDULE III
PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES
[Regulation 30]

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY

The following shall be events/information, upon occurrence of which listed entity shall make disclosure to stock exchange(s):

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

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 listed entity 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 listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.

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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.