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# **ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED**

## **MATERIAL EVENTS POLICY**



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## 1. BACKGROUND

This 'Material Events Policy' ("Policy") of Adani Ports and Special Economic Zone Limited ("Company/ APSEZL") has been framed pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "SEBI Listing Regulations"), for determination of materiality, based on criteria specified in Regulation 30 of SEBI Listing Regulations.

SEBI Listing Regulations also mandate that the board of directors of the listed entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures to the stock exchange(s).

In view of the same, this Policy has been framed to ensure due compliance with the SEBI Listing Regulations.

The Policy applies in respect of disclosure of material events in relation to APSEZL, its subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under the applicable laws.

## 2. DEFINITIONS

1. **"Authorised Key Managerial Personnel"** means Managing Director or Whole Time Director or Chief Financial Officer or Company Secretary of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
2. **"Board of Directors" or "Board"** means Board of Directors of the Company.
3. **"Compliance Officer"** means Company Secretary of the Company.
4. **"Stock Exchanges"** means where the Equity Shares of the Company are listed.

5. **"Promoter" and "Promoter Group"** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
6. **"Subsidiary"** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

### 3. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the SEBI Listing Regulations and Companies Act, 2013 as amended from time to time.

### 4. DETERMINATION, REPORTING AND DISCLOSURE

- 4.1 In order to determine whether a particular event/information is material in nature for disclosure to the stock exchanges, the Company shall consider the criteria(s) specified below:
  - a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - b) 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; or
  - c) the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e.
    - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
    - ii. two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company;

- iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Accordingly, any transaction exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered for the above purpose.

- d) In case where the criteria specified in sub-clauses (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the Board, the event or information is considered material;
  - e) events or information which are deemed material without application of guidelines for materiality, as specified under the SEBI Listing Regulations (as amended from time to time).
- 4.2 For the avoidance of doubt, events listed in Para A – Part A of Schedule III of SEBI Listing Regulations shall be disclosed without application of materiality criteria defined in the SEBI Listing Regulations and events or information specified in Para B of Part A of Schedule III of SEBI Listing Regulations will be disclosed based on application of materiality criteria.
- 4.3 In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- 4.4 The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the timelines prescribed under SEBI Listing Regulations.



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## 5. GUIDELINE FOR COMMUNICATION

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations.

## 6. IMPLEMENTATION

The Compliance Officer of the Company shall have overall responsibility for implementing this Policy and shall take internal/external approvals, wherever necessary.

## 7. POLICY REVIEW

This Policy shall be reviewed from time to time so that the Policy remains compliant with applicable legal requirements. Any subsequent amendment / modification in the SEBI Listing Regulations, Companies Act and/or applicable laws in this regard shall automatically apply to this Policy.

In case of any inconsistency between the contents of this Policy and provisions of SEBI Listing Regulations/Companies Act, the provisions of SEBI Listing Regulations/Companies Act shall prevail.

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