

INDIA TOURISM DEVELOPMENT CORPORATION LTD

Ref: SEC:132/2015 / 638

Dated: 7th December 2015

CIRCULAR

SEBI Regulation on disclosure of Material information to the Stock Exchange requires to disclose the following information to the Stock Exchange based on application of the guidelines for materiality :

- 1) Commencement or any postponement in the date of commencement of commercial production or commercial operation 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 line 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) Agreement (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 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 licences or regulatory approvals.

2 Clause (i) of Sub regulation (4) of SEBI (Listing) Regulation 30 states that the listed entity shall consider the following criteria for determination of materiality of events/information :

- (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.
- (c) in case where the criteria specified in sub-clause (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event/information is considered material.

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3 For the purpose of (c) above, the Board of Directors of ITDC in its meeting held on 29th October, 2015 has framed a policy for determining materiality as under :

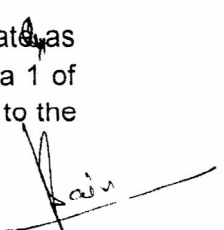
Board had constituted a Committee of following Key Managerial Personnel (KMPs) for determining materiality of an event or information :

- i) Chairman & the Managing Director
- ii) Director Finance/Chief Financial Officer
- iii) Director (Commercial & Marketing)

Company Secretary will act as Secretary to the Committee

- Company Secretary shall circulate the details of events/information required to be given to the stock exchange in Para B of Part A of Schedule III to all the units/divisions requesting to intimate immediately the occurrence of the events/information to the Secretarial Division.
- Upon receipt of information of events/information from the units/divisions, the Company secretary shall immediately will put up the same before the Committee of Key Managerial Personnel for determining the materiality of the information for the purpose of disclosing the same to the stock exchange.
- If the Committee finds that the events/information are material, it shall order the company secretary to make the compliance relating to disclosure under Listing Regulations.
- The Committee may consider the criteria of change in Earning Per Share, Change in Assets, Change in block of assets, Change in Turnover by at least 10% due to the impact of event/information.

4 The Heads of the Units/Division are therefore requested to intimate immediately and when the occurrence of event/information in their unit/division mentioned in para 1 of this circular. The above Committee of KMPs shall decide the disclosure of the same to the Stock Exchange based on the criteria mentioned in para 2 of this circular.


(VK Jain)
Company Secretary

DISTRIBUTION:

- D(C&M)
- CFO
- All the Heads of Divisions/Units
- OSD to C&MD
- AM(IT)