POLICY FOR DETERMINATION OF MATERIAL EVENTS

1. Introduction:

The Securities market regulator- Securities and Exchange Board of India (SEBI) wide its notification issued on 2nd September, 2015 has repealed the clauses under Listing Agreement entered into by the Companies with the Stock Exchange(s) and has put in place Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to come into force from the 90th day from the date of publication in the Official Gazette (i.e. from 1st December, 2015).

2. Purpose & Scope of the Policy:

The Companies for the purpose of meeting their growing needs for raising funds to meet its objectives and carry on its business activities on a broader scale borrow monies from the public at large, through issuing shares, debentures, depository receipts and such other form of Securities wherein such investors become the stakeholders and in certain cases the owners of the Company.

This policy is framed as per the requirement of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 intended to circulate and disseminate such information which in the view of the management and the regulators is material for the purpose of protecting, safeguarding the interest of the Company thereby enabling and promoting greater transparency.

The Board of Directors ("the Board") of IDream Film Infrastructure Company Limited ("the Company") has adopted the following policy and the Board may amend this policy from time to time.

The policy will be applicable to the Company.

3. Definitions:

"Board of Directors" or ***"the Board"*** means the Board of Directors of IDream Film Infrastructure Company Limited, as constituted from time to time.

"Company" means IDream Film Infrastructure Company Limited.

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

"Material Events" means events as specified in Schedule III to the Listing Regulations and upon the occurrence of which a listed entity shall make disclosures to stock exchange(s) and host such disclosures on the listed entity's website.

"Policy" means this Policy for Determination of Material Events

"Regulator" means Securities and Exchange Board of India.

4. Policy:

As stated above Regulation 30 of the Listing Regulation casts responsibility on the Board of the Company to disclose such events or information which in the opinion of the Board is material including such events as stated herein and laid down under Schedule III of the Listing Regulations. As per Para A of Part A of Schedule III to the Listing Regulations the following events are deemed to be material and shall be disclosed by the Company.

Sr. No.	Material Events (As per Para A of Part A of Schedule III)
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.
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	New Rating(s) or Revision in Rating(s).
4*	Outcome of Meetings of the board of directors 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	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.
7	Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
8	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
9	Appointment or discontinuation of registrar to an issue and share transfer agent.
10	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions
11	One time settlement with a bank.
12	Winding-up petition filed by any party / creditors.
13	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.
14	Proceedings of Annual and extraordinary general meetings of the listed entity.
15	Amendments to memorandum and articles of association of listed entity, in brief.
16	Schedule of Analyst or institutional investor meet.
17	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
18	Initiation of Forensic audit
19	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.
20	Action(s) initiated / taken or orders passed by any regulatory, statutory, enforcement authority or

	judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity.

The Board shall disclose all the above events or information to stock exchange(s) as soon as reasonably possible and not later than 24 hours from the occurrence of such event. In the event the Company fails to make a disclosure within the prescribed period, the Company shall also provide an explanation for such delay.

* The information/ event listed shall be disclosed within 30 minutes of the closure of the meeting held to consider the aforesaid events.

The Board shall make disclosure of the following events as stated in Para B of Part A of Schedule III which in the opinion of the Board are material. The Board has formulated this policy based on the following criteria as laid down under Sub regulation 4 of Regulation 30 of the Listing Regulations:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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
- the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
  (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
  (3) 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 listed entity;]
- In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of listed entity, the event or information is considered material.

Sr. No.	Material Events (As per Para B of Part A of Schedule III)
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
10	Options to purchase securities including any ESOP/ESPS Scheme
11	Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
9	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

10	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

Disclosure to Stock Exchanges of following events or information if likely to affect business of the company:

Sr. No.	Any other information (As per Para C of Part A of Schedule III)
1	Emergence of new technologies.
2	Expiry of patents.
3	Any change of accounting policy that may have a significant impact on the accounts, etc. with brief details thereof.
4	Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities to appraise its position and to avoid the establishment of a false market in such securities.

As per Para D of Part A of Schedule III:

The company shall make disclosure to Stock Exchanges of any other material events or information as specified by the Board of Directors from time to time.

Parameters for determination of materiality:

The Company shall consider the impact on the following parameters for determination of materiality of an event:

- Cash flow position;
- Credit worthiness;
- Volume and scope of operations;
- Revenue
- Employee retention and attrition,
- Workers agitation including cases of strikes, lock outs, etc;
- Factors affecting the market price(s) or the volume of securities traded as may be listed on the Stock Exchange(s).
- Such other parameters likely to affect the Goodwill of the Company.

Authority to Key Managerial Personnel:

The Board of Directors of the company have jointly or severally authorized following Key Managerial Personnel for the purpose of determining materiality of an event or information and to intimate to Stock Exchange regarding material event or information.

1. Mr. Jaswinder Singh [Chief Financial Officer]
   jsingh@northvalecapital.com
2. Ms. Santosee Narayan Majhi [Company Secretary & Compliance Officer]
   companysecretary@idreamfilminfra.in

Disclosure:

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

Policy applies to	The Company Board of Directors, Key Managerial Personnel, all employee levels and support staff
Approving Authority	Board of Directors
Officer responsible	Compliance Officer of the Company
Approval Date:	04/11/2015
Effective Date	01/12/2015
Date of approval by erstwhile management	04/11/2015
Date of approval by new management	05/11/2026
Contact Officer	Company Secretary & Compliance Officer or in his/her absence, Chief Financial Officer