



## **G R Infraprojects Limited**

### **Policy for determining Material Events and Information**

#### **1. OBJECTIVE**

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

#### **2. DEFINITION**

- **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.
- **"Board of Directors"** or **"Board"** means the Board of Directors of G R Infraprojects Limited, as constituted from time to time.
- **"Company"** means G R Infraprojects Limited.
- **"Key Managerial Personnel"** mean key managerial personnel (KMP) as defined in sub-section (51) of section 2 of the Companies Act, 2013;
- **"Listing Agreement"** shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.
- **"Material Event"** or **"Material Information"** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- **"Policy"** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.
- **"Schedule"** means Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation to the extent applicable to the Company and as amended from time to time.

#### **3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION**

- a. Events / information specified in Para A of Part A of Schedule III of the Listing Regulations, shall be deemed to be material.
- b. For disclosure of certain events (as specified in Para B of Part A of Schedule III) of the Listing Regulations, to the stock exchanges the following criteria shall be considered by the Board for determining whether the events are material or not:

Where the omission of an event or information, is likely to result in:

- i. Discontinuity or alteration of event or information already available publicly

or

- ii. A significant market reaction if the said omission came to light at a later date.

This Policy shall also apply to the events to which neither Para A or Para B of Part A of Schedule III applies but have a material effect on the Company in the opinion of the Board of Directors of the Company.



#### **4. DISCLOSURES OF EVENTS OR INFORMATION**

- a. The Company shall disclose to the stock exchange(s) all the events or information as specified in Clause 3 above, within such time as mentioned in the Listing Regulations.
- b. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- c. The Company shall disclose all events or information with respect to its Material Subsidiaries.
- d. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- e. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure I Part (A) (B), but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

#### **5. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS INFORMATION**

Managing Director and/or Chief Financial Officer and any other KMP as may be authorized by the Board shall be the authority to determine the materiality of any event or information, classify it as Material, and decide the details and the appropriate time at which disclosure is to be made to the Stock Exchanges.

#### **6. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Listing Agreement; the Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement, the Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

#### **7. AMENDMENTS**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law / Regulations for the time being in force.

#### **8. DISSEMINATION OF POLICY**

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