

GI Engineering Solutions Limited

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. INTRODUCTION

This Policy for determination of Materiality of Events or Information is framed in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

This Policy is aimed at providing guidelines to the Management of GI Engineering Solutions Limited (the 'Company') to determine the materiality of events or information, which would affect the investment decisions of stakeholders and ensure timely & adequate dissemination of information to the Stock Exchanges.

2. AUTHORIZED PERSONS

Pursuant to clause 30(5) of the Listing Regulations the following officials of the Company shall severally be responsible and authorised for ascertaining the Materiality of Events or Information i.e. *Mr. Sajid Malik*, Managing Director and *Mrs. Saroja Malik*, Director of the Company.

3. APPLICABILITY

I. The Company shall disclose all such events which are specified in Annexure A without any application of the guidelines for materiality.

These events shall be disclosed to the stock exchange(s) ***not later than twenty four hours*** (24 hours) from the occurrence of the event or availability of the information with the Company.

II. The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), which are specified in Annexure B subject to application of guidelines for materiality.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION FOR EVENTS SPECIFIED ANNEXURE B:

- 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) Any other 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.
- III.** Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of any registered or registrable intellectual property rights, 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 Company which may be necessary to enable the shareholders of the Company to appraise its position and to avoid the establishment of a false market in such securities, would be disclosed as advised by the Board from time to time.
- IV.** The Company shall without prejudice make adequate disclosure of an event or information which in the opinion of the Board is material. In case such event or information is not specified in ***Para (I), (II) and (III)***.

4. DISCLOSURES ON WEBSITE

As specified in Regulation 30(4)(iii) of the Listing Regulations the Company shall disclose the Policy for determination of Materiality of Events or Information on its website.

The Company shall also disclose on its website all such events and information which have been disclosed to the Stock Exchanges under this Regulation and shall be hosted on the website of the Company for a minimum period of five years or thereafter as per the Archival Policy of the Company.

5. AMENDMENTS

The Board is authorised to amend this Policy as may be required from time to time, subject to applicable laws.

6. SCOPE AND LIMITATIONS

In the event of any conflict between the provisions of this Policy and the new Regulations/Companies Act, 2013 or any other statutory enactments, rules, the provisions of such new Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy until such time as this Policy is changed to conform to the law, rule, regulations or standard.

Annexure A

The events specified in Para A of Part A of Schedule III of the Listing Regulations includes :

- Acquisitions (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;
- 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;
- Revision in Rating(s);
- Outcome of meetings of Board of Directors;
- 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;
- Fraud/ Defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter;
- Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
- Appointment or discontinuation of share transfer agent;
- Corporate debt restructuring ("CDR");
- One time settlement (OTS) with a Bank;
- Reference to BIFR and winding-up petition filed by any party/ creditors;
- 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;

- Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief;
- Amendments to memorandum and articles of association of listed entity, in brief;
- Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Annexure B

The events specified in Para B of Part A of Schedule III of the Listing Regulations includes :

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- Change in general character or nature of business;
- Capacity addition or product launch;
- Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business;
- Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;
- 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.;
- Effect(s) arising out of change in the regulatory framework applicable to the listed entity;
- Litigation(s)/ dispute(s)/ regulatory action(s) with impact;
- Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity;
- Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme);
- Giving of guarantees or indemnity or becoming a surety for any third party;
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;