

GUJARAT PETROSYNTHESE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

PREAMBLE

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Board of Directors of a Company are required to formulate a policy for determination of materiality of events or information and require the Board of Directors to authorize one or more key managerial Personnel for the purpose of determining materiality of an event or information.

Pursuant to the requirements stated above, Gujarat Petrosynthese Limited (**the "Company"**) has framed Policy for Determination of Materiality of Events/ information (**the "Policy"**).

DEFINITIONS

- a) **"Act"** means the Companies Act, 2013 and rules framed thereunder.
- b) **"Board of Directors"** or **"Board"** means Board of Directors of the Company.
- c) **"The Company"** means "Gujarat Petrosynthese Limited"
- d) **"Key Managerial Personnel"** means a key managerial personnel as defined in Sub-section (51) of Section 2 of the Companies Act, 2013.
- e) **"Listing Agreement"** means an agreement that is to be entered into between Recognized Stock Exchange(s) and the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.
- f) **"Material Event"** or **"Material Information"** means 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.
- g) **"Material Subsidiary"** means any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.
- h) **"Policy"** means this Policy for determination of materiality of any event / information and as may be amended from time to time.
- i) **"Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- j) **"Schedule"** means Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015. Any other term not defined herein shall have same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

POLICY

CRITERIA FOR DISCLOSURE OF MATERIALITY OF EVENTS OR INFORMATION

The Company 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-clauses (a) and (b) above are not applicable, an event/ information may be treated as being material if in the opinion of the Board of the Company, the event/ information is considered material.

DISCLOSURE OF EVENTS/INFORMATION

1. Certain events as mentioned in Para A of Part A of Schedule III to the Listing Regulations (annexed as Annexure A to this Policy) are deemed to be and shall always be considered as material events and Company shall make disclosures of such events.

The Company shall make disclosure of events as specified in Para B of Part A of Schedule III to the Listing Regulations (annexed as Annexure B to this Policy) based on application of the guidelines for materiality, as specified above under the heading "Criteria for Disclosure of Materiality of Events or Information".

2. The Company shall first disclose to the stock exchanges of all events, as specified in Part A of Schedule III to the Listing Regulations, or information as soon as reasonably possible and not later than twenty-four hours from the occurrence of such event or information.

Provided that in case the disclosure is made after twenty-four hours of occurrence of the event or information, the Company shall, along with such disclosures, provide explanation for delay.

Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III to the Listing Regulations shall be made within thirty minutes of the conclusion of the Board meeting.

3. Without prejudice to the generality of Para (A), (B), and (C) of Part A of Schedule III to the Listing Regulations which have been referred to in Para 1 and 2 above, the Company may make disclosures of event/information as specified by the Board or key managerial personnel(s) authorised by the Board from time to time.
4. Where the Company has to determine whether an event or information requires disclosure, it shall formulate its opinion on a case to case basis, based on specific facts and circumstances relating to the relevant information/ event and while doing so, it may consider, among other factors, the following factors:
 - a. Whether there would any direct or indirect impact on the reputation of the Company; or

- b. Whether non-disclosure can lead to creation of false market in the securities of the Company; or
 - c. Whether there would be a significant impact on the operations or performance of the Company
 - d. Whether any confidential information which if disclosed is likely to put at risk the business interest of the Company?
5. The Company shall, with respect to disclosures referred to Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
6. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years or such other limit or time as may be prescribed by the Listing Regulations from time to time and thereafter as per the archival policy of the Company as disclosed on its website.
7. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
8. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).
9. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III to the listing regulations, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof.

AMENDMENTS

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; the Companies Act, 2013; Regulations 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.

AUTHORISATION FOR DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS/INFORMATION

The Managing Director, Whole-time Director(s), Chief Financial Officer and Company Secretary, if appointed, are severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) in accordance with provisions of the Regulations or any other law as may be applicable.

APPLICABILITY

ANNEXURE A

EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY AS SPECIFIED IN SUB-REGULATION (4) OF REGULATION 30 OF THE LISTING REGULATIONS:

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 Company or any other restructuring.

Explanation: - For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) Acquiring control, whether directly or indirectly; or,
- (ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to 5% or more of the shares or voting rights in the said company, or;
 - (b) There has been a change in holding from the last disclosure made under sub clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds 2% of the total shareholding or voting rights in the said company.

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. Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchangers), within 30 minutes of the closure of the meeting, 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 Company 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 Company), 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. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One time settlement with a bank.
 11. Reference to IBBI (Insolvency and Bankruptcy of India) and winding-up petition filed by any party I creditors.
 12. 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 Company.
 13. Proceedings of Annual and extraordinary general meetings of the Company.
 14. Amendments to memorandum and articles of association of Company, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

ANNEXURE B

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB-REGULATION (4) OF REGULATION 30 OF THE LISTING REGULATION:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations 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 lines 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. Agreements (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(s) thereof.
6. Disruption of operations of any one or more units or division of the Company 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 Company.
8. Litigation(s)/dispute(s)/regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
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 licenses or regulatory approvals.
