



**GMR INFRASTRUCTURE LIMITED**  
**POLICY ON DISCLOSURE OF MATERIAL EVENTS AND**  
**INFORMATION**



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## **POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

### **1. INTRODUCTION**

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- 1.1 The Board of Directors (The “Board”) of GMR Infrastructure Limited, incorporated under the Companies Act, 1956, (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events / information which are necessary to be disclosed to the Stock Exchange(s) based on criteria prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has been adopted as part of this policy. The Board may review and amend this policy from time to time;
- 1.2 This Policy will be applicable to the Company with effect from December 1, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

### **2. PURPOSE OF THE POLICY**

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- 2.1 The purpose of this document is to provide a policy statement for the Company regarding disclosure of material events / information in accordance with the provisions of LODR and to determine the events and information which in the opinion of the Board are material and required to be disclosed to the Stock Exchange(s) as per the prescribed time lines;
- 2.2 The policy is intended to define disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in Company in making decisions and regarding its responsibility about making public such events / information which may materially affect the performance of the Company and thereby materially affect the share prices of the Company;
- 2.3 The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation on website the details of information / events which may have a bearing on the performance of the Company and which may materially affect the share prices of the Company;
- 2.4 All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the LODR and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.



### **3. DEFINITIONS**

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- 3.1 **“Policy”** means this Policy on Disclosure of Material Events/ information.
- 3.2 **“Material Events”** are those that are specified in Para A of Part A of Schedule III of LODR.
- 3.3 **“Other Events”** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, read with Regulation 30(4) of LODR.
- 3.4 **“Key Managerial Personnel” (KMP)** of the Company includes Managing / Whole-time Directors, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange(s).

### **4. POLICY**

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The Board of Directors of the Company shall determine the events / information which are classified under different categories to be material and / or other events which may materially affect the performance of the Company and thereby materially affect the share prices of the Company which needs to be disclosed to the Stock Exchanges as per the prescribed time line for each category and authorise the KMPs to disclose the said information to the Stock Exchange(s).

The Policy categorises the events / information to be disclosed to the Stock Exchange(s) into three categories as described under 4.1 to 4.3 below.

#### **4.1 CATEGORY A**

Events/ information considered Material which needs to be disclosed to the Stock Exchange(s) within **24 hours** of the decision taken at the Board Meeting/ or from the occurrence of the events or information. The events shall be disclosed without any application of the guidelines regarding materiality as specified under Regulation 30(4) of LODR:

- Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of 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, 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;
- Shareholder agreement(s), Joint Venture agreement(s), Family settlement agreement (s), agreement to the extent that it impacts management and control of the Company/ agreements treaty(ies) / contract(s) with media companies ( including revision(s) or amendment(s) and termination thereof;



- Fraud / defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter;
- Reference to BIFR and winding-up petition filed by any party / creditors;
- Revision in Rating(s);
- Change in directors, key managerial personnel, Auditor and Compliance Officer;
- Appointment and discontinuance of share transfer agent;
- Corporate debt restructuring;
- One time settlement with Banks;
- 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;
- Proceedings of the Annual or Extra General Meeting;
- Amendments to Memorandum and Articles of Association of the Company, in brief;
- Schedule of Analyst or institutional investor meet and presentations on financial results made to analysts or institutional investors.

*If the Management is not in a position to inform the Stock Exchange(s) within 24 hours of the decision taken at the Board Meeting, then it shall inform the Stock Exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.*

#### **4.2 CATEGORY B**

Outcome of the meetings of the Board of Directors regarding the following matters shall be disclosed to the Stock Exchanges within **30 minutes of the closure of the said Board Meetings:**

- Declaration of Dividend and / or cash bonuses recommended or declared and the date on which dividend shall be paid/dispatched;
- Cancellation of dividend with reasons thereof;
- Buyback of shares;
- Fund raising proposed to be undertaken;
- Increase in capital by issue of bonus shares through capitalisation including the date on which bonus shares shall be credited /dispatched;



- 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;
- Short particulars of any other Alteration of capital including calls;
- Financial results;
- Voluntary delisting from Stock Exchange(s)

#### **4.3 CATEGORY C**

Based on the application of the criteria for materiality as specified in Regulation 30 (4) of LODR, information on the following events/ information's shall be disclosed

- Commencement or postponement of the date of commercial production or operation of any unit / division;
- 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);
- Capacity addition or new product launch;
- Awarding, bagging / receiving including 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 the normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
- 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;
- Effect(s) arising out of change in regulatory framework applicable to the Company;
- Fraud/defaults etc. by Directors, (other than Key Managerial Personnel) or Employees of the Company;
- Litigation(s) / dispute(s) / regulatory action(s) with impact;
- Options to purchase securities including ESOP/ESPS 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;
- Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, 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 holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of Category A, B, or C mentioned above, the Company may make disclosure of events /information which may have material effect on the Company.

#### **5. CRITERIA FOR DISCLOSURE OF EVENTS / INFORMATION AS MENTIONED UNDER CATEGORY C ABOVE**

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
- ii. 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;
- iii. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

#### **6. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

- 6.1 The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to determine whether the event / information is material or not and about its time line for disclosure based on the category of information as specified above to the Stock Exchange(s).

#### **7. WEBSITE UPDATION / UPDATES TO STOCK EXCHANGE(S)**

- 7.1 The Company shall update all disclosures made under the Policy to the Stock Exchange(s) on its website and shall continue to host on the website for a minimum period of five years and thereafter archived as per the Policy on preservation of documents and archival of documents of the Company.
- 7.2 The Key Managerial Personnel, of the Company, shall give updates to the Stock Exchange(s) on any material development on a regular basis, till such time the event is resolved / closed, with relevant explanations.



## **8. DISCLOSURE OF EVENTS / INFORMATION ON SUBSIDIARIES**

8.1 The Company shall disclose all material events or information referred at Clauses 4.1 to 4.3 with respect to its subsidiaries;

## **9. AUTHORISATION TO KMPS TO SUO MOTO ACCEPT / DENY REPORTED EVENTS OR INFORMATION**

9.1 The Key Managerial Personnel of the Company are jointly and severally authorised to provide adequate reply to all the queries raised by the Stock Exchange(s) with respect to any events/information and may on their initiative confirm, deny any reported events or information to the Stock Exchange(s).

9.2 The contact details of such personnel shall also be disclosed to the Stock Exchange(s) and posted on the website of the Company.

## **10. COMPLIANCE OFFICER**

The Compliance Officer for the Purpose of complying with the provisions of LODR shall be the Company Secretary of the Company.

## **11. POLICY REVIEW/ AMENDMENT**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

## **12. BOARD'S APPROVAL**

This policy was approved by the Board of Directors at its meeting held on November 13, 2015.

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