

GGL Policy for Determination of Materiality of Events or Information

I. Preface:

The Board of Directors of Gujarat Gas Limited has adopted the following policy and procedure to determine Materiality of Events or Information and to ensure that such Event or Information is adequately disseminated to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Applicability:

This Policy shall be applicable to all events relating to the Company, as and when they fall under the criteria elucidated below.

This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive Information.

III. Definitions:

1. **“Board of Directors”** means the Board of Directors of the Company as constituted from time to time.
2. **“Company”** means Gujarat Gas Limited (GGL).
3. **“Compliance Officer”** shall be the person holding the position of the Company Secretary of the Company, from time to time.
4. **“Key Managerial Personnel”** means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
5. **“Material Events or Information”** means Events or Information as provided under Category A, Category B and Category C below.
6. **“Promoter”** shall have the same meaning as assigned in clause (za) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
7. **“SEBI”** means Securities Exchange Board of India.

8. “Stock Exchange” refers to the stock exchange(s) where the Securities of the Company are Listed from time to time.

IV. Disclosure of Events:

The events to be disclosed by the Company are broadly divided into three categories:

Category A:

Covers the following event that needs to be necessarily disclosed without applying any test of materiality any time after the decision is taken or approval is granted but not later than 30 Minutes of the conclusion of the Meeting of the Board of Directors of the Company.

- 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 any Stock Exchange.

Category B:

Covers the following event/information that needs to be necessarily disclosed without applying any test of materiality to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event/information.

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.
['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 listed entity holds shares or voting rights aggregating to five per cent 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 and such change exceeds two per cent 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).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.
 5. Fraud/Defaults by Promoter or Key Managerial Personnel or by the Company or arrest of Key Managerial Personnel or Promoter.
 6. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 7. Appointment or discontinuation of Share Transfer Agent.
 8. Corporate debt restructuring.
 9. One time settlement with a bank.
 10. Reference to Board for Industrial & Financial Reconstruction (BIFR) and winding-up petition filed by any party / creditors.
 11. 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.
 12. Proceedings of Annual and extraordinary general meetings of the Company.
 13. Amendments to Memorandum and Articles of Association of the Company, in brief.
 14. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

CATEGORY C:

1. Covers following events/information which is required to be disclosed by the Company upon application of the criteria for materiality mentioned in Sub Clause 2 below:
 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 line(s) of business or closure of operations of any unit/division;
 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 the 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.
2. Criteria for determination of Materiality of Events or Information:

The Company shall consider the following criteria for determination of Materiality of Events or Information:

- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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. Any other event or information which is treated as being material in the opinion of the Board of Directors of the Company.

V. Authorization for making Disclosures:

The Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company are jointly authorized for the purpose of determining Materiality of an Event or Information for the purpose of making disclosures to Stock Exchange(s) under this Policy, the contact details of whom are also available on the website of the Company.

Further, occurrence of all such Events/Information determined to be Material shall be immediately intimated to the Secretarial & Legal Department of the Company for making necessary Disclosure to Stock Exchanges as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VI. Disclosures and Timeliness:

1. The Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed with relevant explanations.
2. The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company.

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 of period of 5 years and thereafter as per the archival policy of the Company, as disclosed on the website.

VII. Amendment to the Policy:

This Policy is framed based on the provisions of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the provisions of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Regulations which makes any of the provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed by the Board as and when any changes are to be incorporate in the Policy due to change in the Regulations or as may be felt appropriate by the Board.

VIII. Dissemination of Policy:

In compliance with the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Policy shall be uploaded on the website of the Company.

The Policy shall come into force w.e.f. 1st December, 2015
