



GOWRA LEASING & FINANCE LIMITED

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Policy for Materiality of Events

(Under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015)

1. BACKGROUND

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations"] mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material as well as any price sensitive information.

The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website. The Board of Directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this "**Material Events Policy**" of **Gowra Leasing and Finance Limited**, ("the Company ") has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations, 2015.

2. 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.

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.

3. DEFINITIONS

- a) **Act:** "Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- b) **Authorised Key Managerial Personnel:** Authorised Key Managerial Personnel means Whole-time Director or Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
"Key Managerial Personnel" shall mean the officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and rules prescribed there under.
- c) **Board of Directors:** Board of Directors of Gowra Leasing and Finance Limited,

- d) **The Company:** Means "Gowra Leasing and Finance Limited" or "the Company".
- e) **Compliance Officer:** The Company Secretary and/or a Key Managerial Person appointed by the Board of Directors of the Company as the Compliance Officer for the purpose of these regulations from time to time.
- f) **Director:** "Director" means a person as defined in Section 2(34) of the Companies Act, 2013 and presently appointed as a Director in the Company.
- g) **Employees:** "Employees" shall mean the employees and office-bearers of the Company, including but not limited to Whole Time Directors.
- h) **Material events:** Material Events means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.
- i) **Price Sensitive Information:** "Price-sensitive information" means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.
- j) **Policy or this Policy:** Policy or this policy means "Material Events Policy".
- k) **Regulations:** "Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
- l) **Rules:** Rules made under the Companies Act, 2013
- m) **Secretarial Standards:** "Secretarial Standards" means standards issued by the Institute of Company Secretaries of India under section 118 (10) of the Companies Act 2013.
- n) **SS-1:** Means Secretarial Standard-1 for the Board Meetings as notified by the ICSI
- o) **SS-2:** Means Secretarial Standard-2 for the General Meeting as notified by the ICSI
- p) **SEBI:** The Securities and Exchange Board of India.
- q) **Stock Exchanges:** Stock Exchanges means where the Equity Shares of the Company are listed.
- r) Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013, Securities Contract Regulation Act or any other applicable law or regulations.

4. POLICY

The Company will as soon as reasonably possible inform the Stock Exchange(s) of all the events or information which will have material impact on the performance/operations of the Company, as well as any price sensitive information.

The "Authorised Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the SEBI (LODR) Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

5. REPORTING AND DISCLOSURE

Regulation 30 of SEBI [LODR] Regulations, 2015, has categorized material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorized under these regulations are as under –

a) Category A

Events in category A shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.

b) Category B

Events that have been provided in category B shall be disclosed to Stock Exchanges upon application of the guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).

c) Category C

Any other material event or information as per Category C, which have not been covered under category A & Category B, shall also be disclosed to the Stock Exchanges upon application of guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).

6. DISCLOSURES OF EVENTS OR INFORMATION

a. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

- i. informs the stock exchanges in which the securities of the Company are listed;
- ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay. Provided further that disclosure with respect to events specified in sub-para 4 of Annexure A shall be made within thirty minutes of the conclusion of the Board meeting.

b. The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 3 of the Policy.

c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

d. The Company shall disclose all events or information with respect to its Material Subsidiaries.

e. 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.

f. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure 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).

Details of above events or information are provided in Annexure(s) forming part of this policy.

7. GUIDELINES

The Policy is framed to identify, categorize, review and disclose to the Stock Exchanges the details of information / events which are considered material and have a bearing on the performance of the Company / materially affect the Securities Price of the Company.

Information is Material if omitting it or mis- stating it could influence decisions that users make on the basis of financial information of the Reporting entity. Materiality will be determined on case to case basis depending on some facts and circumstances in relation to the event or information. In **Gowra Leasing & Finance Limited**, Materiality is determined by taking into consideration both qualitative and quantitative factors.

All disclosures made under Regulations 30 of the SEBI (LODR) Regulations shall contain minimum information as stated hereunder in case of happening/reporting of any below mentioned event:

A. Disclosure content to report change in General Character of Business

- Nature of arrangements that lead to change in general character of business
- Rationale for such change in character of business.
- Benefits / impact of such change in character of business, if any.

B. Disclosure content to report disruption of operations due to natural calamity:

- On occurrence of such event keep exchanges informed of the occurrence of such disruptive natural calamity.
- Company shall inform the Exchange(s) as soon as possible but not later than 15 days from the time of occurrence of the disruptive natural calamity. If for any reason, the impact assessment is not completed in 15 days' time, the Company shall inform the Exchange(s) about the status of assessment and expected date by which assessment will be completed.
- This disclosure shall also include whether this risk is covered by insurance and the value of insurance cover.
- Inform the Exchange(s) as and when Company, in its judgment considers that normalcy is restored.

C. Disruption of operations due to events such as strikes, lockouts etc.

- a. At the time of occurrence:
 - Impact on the production/operations in case of strikes/lock outs.
 - Factory/unit where the strike/lock out takes place including reasons for such strike.

- b. Periodically, till complete normalcy is restored:
 - The impact of the strike/lock out in some quantifiable terms
 - Steps taken for restoration of normalcy
 - Inform the Exchange(s) as and when strike/lock out is called off along with quantitative information on actual impact of such strike / lock out.

D. Disclosure on commencement or closure of commencement operations

- Company will inform the Exchange(s) if and when a material commercial production or service is commenced or shut down.
- The disclosure should also include projected financial impact with appropriate disclaimers.
- Company shall issue a clarification to the Exchange(s) if there is a material variation in the disclosures made earlier in this regard.

E. Disclosures regarding pricing/realization/profitability arising out of change in the regulatory framework

- Company shall inform the Exchange(s) about material changes in pricing/realization/profitability arising out of change in the regulatory framework.
- The disclosure may also quantify impact of such regulatory framework.

F. Disclosure relating to litigation/dispute/regulatory action with a material impact

- Company shall keep the Exchange(s) informed of any litigation/dispute developments with respect to any dispute in conciliation proceedings, litigation, assessment, adjudication or arbitration to which it is a party or the outcome of which can reasonably be expected to have a material impact on its present or future operations or its profitability or financials.
- The Company shall keep the Exchange(s) informed of cessation/conclusion/settlement of the above said litigation/dispute along with the concluding order or concluding settlement information.

G. Revision in Ratings

- The Company shall promptly notify the Exchange(s), but not later than 24 hours, the details of any rating or revision in rating assigned to any debt or equity instrument of Company.
- In case of downward rating, the disclosure may include reasons published by rating agency for such downward rating.

H. Any other Information requiring disclosure

- Such details as may be necessary to give the shareholders and general public sufficient information to form a fair view on the price of the securities of the Company.
- The disclosure guidelines prescribed by the Stock Exchange(s), if any shall be adhered to.

8. IMPLEMENTATION

The Company will adhere to highest standards with regard to the implementation of this policy. The Whole-time Director and Compliance Officer of the Company shall have overall

responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary.

9. **POLICY REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

10. **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 for the time being in force.

11. **SCOPE AND LIMITATION**

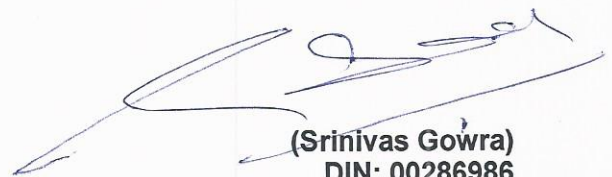
In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the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

12. **DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company

Note: The above said policy was approved by the Board of directors at their meeting held on 13th Day of November, 2015 and shall become applicable w.e.f. 1st Day of December, 2015.

By Orders of the Board



(Srinivas Gowra)
DIN: 00286986
Managing Director

Date: 13/11/2015
Place: Secunderabad

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 SEBI [LODR] Regulations, 2015.)

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.

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 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 to this sub Para and such change exceeds two percent 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 listed entity shall disclose to the Exchange(s), 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 listed entity 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 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.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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 BIFR and winding-up petition filed by any party / 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity 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 SEBI [LODR] Regulations, 2015)

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 listed entity 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 listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
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.

ANNEXURE: C

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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

ANNEXURE: D

Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.