

GATI LIMITED

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POLICY FOR DETERMINATION OF MATERIAL EVENTS AND ARCHIVAL OF DISCLOSURES

(Revised adopted on May 25, 2021)

PREAMBLE:

The Securities and Exchange Board of India (“SEBI”) vide its notification dated September 2, 2015 has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) to come into force with effect from the 90th day from the date of publication in the Official Gazette (i.e. effective from December 1, 2015) and repealed the Listing Agreement entered into by the Companies with the Stock Exchanges.

As per Regulation 30 of the Listing Regulations, the Board of Directors of Gati Limited (the “Company”) at its meeting held on October 19, 2015 has adopted the following policy with the objective of determining materiality of event based on criteria specified in the Listing Regulations. Further, the Board of Directors of the Company at its meeting held on May 25, 2021 has adopted the following revised policy.

PURPOSE:

This Policy is intended to circulate and disseminate such event (s) or information(s) which in the view of the Board of Directors and the SEBI as defined hereinafter, is material for the purpose of protecting and safeguarding the interest of the Company and its stakeholders, by putting all of them on the same footing and to prevent insider trading, thereby enabling and promoting greater transparency. It is essential that timely, adequate and accurate disclosure of information is made on an ongoing basis to enable the stakeholders or investors to make well-informed investment decisions. It is also important that there is uniformity in disclosures to ensure compliance in letter and spirit.

DEFINITIONS:

“**Authorised Person**” means any person duly authorised by the Board of Directors.

“**Board of Directors**” means the Board of Directors of Gati Limited, as constituted from time to time.

“**Company**” means Gati Limited.

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

“**Policy**” means this Policy for Determination of Material Events and Archival of Disclosures.

“**Regulator**” means the Securities and Exchange Board of India.

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, Listing Regulations, the Depositories Act 2018 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or any statutory modification (s) or re-enactment (s) thereto, as the case may be.

POLICY:

As per Regulation 30 of the Listing Regulations, the Company shall disclose the following events or information, which in the opinion of the Board of Directors or the Authorised Person in this regard as material including such events or information as stated herein below and laid down under Para A of Part A of Schedule III of the Listing Regulations.

A) Material Events/Information

Sl. No.	Material Events/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 Company or any other restructuring.
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.	<p>Outcome of Meetings of the Board of Directors held to consider the following:</p> <ol style="list-style-type: none"> 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; any cancellation of dividend with reasons thereof; the decision on buyback of securities; the decision with respect to fund raising proposed to be undertaken; increase in capital by issue of bonus shares through capitalization including the date on which such 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 alterations of capital, including calls; financial results; decision on voluntary delisting by the Company from the 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 the 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.
	<p>In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.</p> <p>In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:</p> <ol style="list-style-type: none"> Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reason other than those provided. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
	Appointment or discontinuation of share transfer agent.

	Corporate debt restructuring.
	One time settlement 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 Company.
	Proceedings of Annual and Extraordinary General Meetings of the Company.
	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 by the Company to analysts or institutional investors.
	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency and Bankruptcy Code, 2016 (the “Insolvency Code”):</p> <ol style="list-style-type: none"> a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default; b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; d) Public announcement made pursuant to order passed by the Tribunal under Section 13 of Insolvency Code; e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; f) Appointment/ Replacement of the Resolution Professional; g) Prior or post-facto intimation of the meetings of Committee of Creditors; h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; i) Number of resolution plans received by Resolution Professional; j) Filing of resolution plan with the Tribunal; k) Approval of resolution plan by the Tribunal or rejection, if applicable; l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified; m) Any other material information not involving commercial secrets.
	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:</p> <ol style="list-style-type: none"> a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any

The Board of Directors shall disclose all the above event(s) or information to the Stock Exchange(s) as soon as reasonably possible but not later than 24 hours from the occurrence of such event. In the event the Company fails to make a disclosure within the prescribed period, the Company shall also provide an explanation for such delay.

**The information/ event listed shall be disclosed within 30 minutes of the closure of the meeting held to consider the aforesaid events.*

The Company shall disclose the following event(s) or information, as stated herein below and laid down under Para B of Part A of Schedule III of the Listing Regulations, which in the opinion of the Board of Directors are material. The Board of Directors shall consider following criteria, as laid down under Regulation 30 (4) of the Listing Regulations, while determining materiality of events or information.

- a. the omission of the event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. the omission of the 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 are not applicable, an event/information may be treated as being material, if in the opinion of the Board of Directors of the Company, the event / information is considered material.

B) Material Events/Information

Sl. No.	Material Events/Information	Materiality Threshold for Disclosure
	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated Turnover of the Company or 20% of the volume or scope of operations.
	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).	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated Turnover of the Company or 20% of the volume or scope of operations.
	Capacity addition or product launch.	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated Turnover of the Company or 100% capacity addition.
	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Having monetary value of Rs.150 Crores or more.
	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.	Having monetary value of Rs.300 Crores or more in a single transaction.
	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.	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated Turnover of the Company.
	Effect(s) arising out of change in the regulatory framework applicable to the Company	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated

		Turnover of the Company.
	Litigation(s) / dispute(s) / regulatory action(s) with impact.	Having monetary value involved of Rs.200 Crores or more in a single event.
	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company	Having monetary value involved of Rs. 1 Crores or more
	Options to purchase securities including any ESOP/ESPS Scheme.	Where such options to purchase securities including ESOP/ ESPS Scheme amounting to 2% of the post issued capital.
	Giving of guarantees or indemnity or becoming a surety for any third party.	Having monetary value involved is in excess of 10% of Consolidated Turnover of the Company.
	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	The financial impact of event or information exceeds or is likely to exceeds 10% of the Consolidated Turnover of the Company.

The above thresholds shall be determined on the basis of the last annual audited consolidated financial statements of the Company.

PARAMETERS FOR DETERMINATION OF MATERIALITY:

The Board of Directors shall consider the following parameters for determination of materiality of an event or information:

- Credit worthiness;
- Volume and scope of operations;
- Revenue;
- Cash flow position;
- Workers agitation including cases of strikes, lock outs, etc;
- Factors affecting the market price(s) or the volume of securities traded as may be listed on the Stock Exchange(s);
- Such other parameters likely to affect the Goodwill of the Company.

OCCURRENCE/TIMING OF AN EVENT/ INFORMATION:

For making timely disclosure, following rules shall be followed:

In certain instances, occurrence of event/ information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion; negotiation or approval required viz. in case of natural calamities, disruptions etc., occurrence of event in such event would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of the Board of Directors.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, the Authorised Person of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

The Company shall provide requisite details while disclosing event(s) /information given in (A) & (B) above, as prescribed under the Listing Regulations and any circulars, guidelines etc. issued by the SEBI from time to time.

The Company shall, with respect to disclosures referred to under the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall also disclose all events or information with respect to subsidiaries, which are material for the Company as defined under the Listing Regulations.

In case where an event occurs or an information has not been indicated in Para A or B of Part A of the Schedule III of the Listing Regulation, but which may have material effect on it, the Company shall make adequate disclosures in regard thereof as soon as it becomes practicable.

The Company shall disclose on its website all such events or information which has been disclosed to the Stock Exchange(s) and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the below mentioned archival policy of the Company, as disclosed on its website.

The Company shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any events or information.

AUTHORITY AND RESPONSIBILITY:

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the Listing Regulations, the Board of Directors has authorized Company Secretary of the Company to determine materiality of an event or information in consultation with Chairman, Managing Director or Chief Financial Officer of the Company and accordingly make appropriate disclosures to the Stock Exchanges under the Listing Regulations. The Company Secretary is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he may deem fit.

The list of events may be updated from time to time by the Authorised Person as amended by the Listing Regulations.

THE CONTACT DETAILS OF THE AUTHORISED PERSON ARE AS FOLLOWS:

Name	: T. S. Maharani
Designation	: Company Secretary & Compliance Officer
Contact numbers	: +91 40 7120 4284
Email Id	: investor.services@gati.com

ARCHIVAL OF DISCLOSURES:

In accordance with the provisions of the Listing Regulations, the Company shall ensure that all the event(s)/information which have been disclosed to the Stock Exchange(s) under the Regulation 30 shall be hosted on the Company's website for a period of 5 years from the date of hosting. Depending upon the nature, materiality, impact continuity and relevance of the material events, the disclosure of such material event(s)/information can continue to remain hosted on the Company's website for a longer period of time, as decided by the Authorised Person in consultation with the Chairman,

Managing Director, or Chief Financial Officer of the Company, from time to time and thereafter.

The disclosures made to the Stock Exchange(s) shall be provided by Company Secretarial Department to the concerned person for prompt uploading on the website of the Company (www.gati.com) and would be hosted on the website as aforesaid. Thereafter, the information would be archived under the heading “Past Disclosures” and would be retained on the website for a further period of three years or such further period as may be decided by the Authorised Person.

DISCLOSURE:

This Policy as approved by the Board of Directors has been communicated to all the concerned employees/ persons of the Company and is placed on the website of the Company www.gati.com.

In the event of any conflict between the provisions of this Policy and the Listing Regulations or the Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations or the Companies Act, 2013 or statutory enactments, rules, shall prevail over this Policy.

In case there are any regulatory changes requiring amendment to this Policy, the Policy shall be reviewed and amended with the necessary approval of the Chairman, Managing Director of the Company and the updated version of the Policy be issued and published without any requirement for approval from the Audit Committee or the Board of Directors. However, the amended regulatory requirements will supersede the Policy, till the time the Policy is suitably amended. Any subsequent amendment/modification in the Listing Regulations or the Companies Act, 2013 or any other applicable laws, direction or clarification by SEBI, provision of this Policy shall be read and implemented in context of such amended/modified or clarified positions.