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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. OBJECTIVE

1.1 As per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Regulations"), Engineers India Limited (the "Company") is required to frame a policy for determining materiality of events and information for the purpose of making disclosures to stock Exchanges, where the securities of the Company are listed (the "Stock Exchanges"). This policy has been approved by the Board of Directors of the Company in its Meeting held on 10.02.2016.

1.2 The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Regulations and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Regulations and Para 2 of this Policy to the Stock Exchanges.

2. DISCLOSURE OF EVENTS OR INFORMATION

2.1 The events / information as per Annexure A attached specified in Para A of Part A of Schedule III to the Regulations are deemed to be material events, upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality.

2.2 The events / information as per Annexure B attached specified in Para B of Part A of Schedule III to the Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges after following the criteria as given in para 3 of this policy.

2.3 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.

2.4 The Policy shall also apply to the events to which neither Para A or Para B of Part A of Schedule III applies but have a material effect on the Company.

2.5 The Company shall also make disclosures of 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.

2.6 The Company shall disclose all events or information with respect to subsidiaries which are material (as defined in the Regulations) for the Company.

2.7 Without prejudice to the generality of para 2 above, the Company may make disclosures of event/information as specified by the Board of Directors from time to time.

2.8 Details which need to be disclosed for the events/information referred under Para A and Para B of Schedule III above, shall contain the information strictly as per Circular No. CIR/CFD/CMD/4/2015 dated 9.09.2015 issued by Securities and Exchange Board of India (copy attached) and as amended from time to time.

3. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

(i) An Event /Information specified in Annexure B to this Policy shall be considered Material if it meets any of the following criteria:

- the omission of an event or information is likely to result in discontinuity or alteration of events or information already available publicly;
- the omission of an event or information is likely to result in significant market reaction, if the said omission comes to light at a later date.

(ii) In case where the criteria specified in (a) and (b) above are not applicable, an event/information shall be treated material if it is considered material in the opinion of Director (Finance) and Chairman & Managing Director of the Company.

4. GUIDELINES FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION TO STOCK EXCHANGE(S)

(i) An event/information purported to be reportable under Regulation 30 of the Regulations or mentioned under this policy (including the matters specified under para 2 of this policy) shall be informed by the HoDs having such information or knowledge of information to the Chairman & Managing Director/Director (Finance)/Director (Commercial) (officials authorised severally by the Board for this purpose, "the Authorized officials") on an immediate basis with adequate supporting data/information. The aforesaid information to be given by the HoDs shall be informed with draft announcement to be made to Stock Exchanges which is factual and expressed in clear manner. On receipt of such information, the "Authorized official" shall determine Materiality of any event or information for the purpose of making disclosure to the Stock Exchanges and if satisfied, the approval in writing will be accorded to make disclosures.

(ii) HoDs having such information or knowledge of information shall strictly adhere to the statutory provisions of the Regulations as stated in Para 4(iii) of this Policy in order to disclose the information to the Stock Exchanges within the prescribed statutory time limit.

(iii) The listed entity shall disclose to stock exchange(s) of all events or information, as specified in Part A of Schedule III and as specified under para 2 of this policy, as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information except otherwise provided under this policy.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the HoDs shall provide explanation for delay, hard copy in original, duly approved by the authorised officials, which shall be forwarded to the Stock Exchanges along with such disclosures.

(iv) Any other event, even if not covered under the Regulations but is potentially of price sensitive nature, must also be informed for further evaluation to the Authorised officials. The Authorised officials shall severally be responsible and authorised for ascertaining the materiality of events considering its nature and its disclosure after taking into consideration the various provisions of the Regulations and this policy.

(v) After approval as stated above, the duly approved announcement along with the approval note, both in hard copy in original shall be forwarded to the Company Secretary who shall make disclosure to the Stock Exchanges in this regard. The above said documents shall be given to the Company Secretary atleast four (4) hours in advance before the expiry of time period as stated in Para 4(iii) above so that the disclosure is made to the Stock Exchanges within the stipulated time.

(vi) In case of any confusion with regard to the date of occurrence of event or information for the purpose of informing to the Stock Exchanges, the Authorized official may refer the guidance as per Circular No. CIR/CFD/CMD/4/2015 dated 9.09.2015 issued by Securities and Exchange Board of India (copy attached) or may refer the matter for external legal advice.

(v) The Contact details of the above said officials shall be disclosed and updated from time to time on the website of the Company as well as to the Stock Exchanges.

(vi) All disclosures made to the Stock Exchanges shall be available on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company.

5. REVIEW AND AMENDMENT

This Policy is framed based on the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as notified on 2.09.2015. In case of any subsequent amendments to the Regulations which makes any of the provisions of this Policy inconsistent, the provisions of the Regulations shall prevail. The Policy shall be reviewed by the Board so as to align the same with the Amendments or to incorporate the changes as may be felt appropriate by the Board.

6. DISSEMINATION

A copy of this Policy shall be posted on EIL Connect and on the website of the Company. A copy of the Policy shall also be given to the CEO of the Subsidiaries which are material to the Company for its further dissemination in the Material Subsidiary Companies of the Company.

ANNEXURE A

Para A of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of the Regulations and Para 3 of this Policy:

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 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 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).

4. Outcome of Meetings of the board of directors: The Company 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/dispensed;

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/dispensed;

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 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.

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 Company.

13. Proceedings of Annual and extraordinary general meetings of the Company.

14. Amendments to memorandum and articles of association of the 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

Para B of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Events which shall be disclosed upon application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) of the Regulations and Para 3 of this Policy:

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. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
10. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
11. Options to purchase securities including any ESOP/ESPS Scheme.
12. Giving of guarantees or indemnity or becoming a surety for any third party.