



Policy for Determination of Materiality of Events/Information

(As amended and approved by the Board in its 395th Meeting held on 21.05.2026)

- Approved and Adopted in 317th Board Meeting held on 10.02.2016
- First Revision approved in 373rd Board Meeting held on 09.11.2023

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. LEGAL FRAMEWORK AND OBJECTIVE

- (i) Pursuant to Regulation 30(4)(ii) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Engineers India Limited (the "Company") framed a policy for Determining of Materiality of Events/ Information for the purpose of making disclosures to stock Exchanges, where the securities of the Company are listed ("Stock Exchanges") and the said policy was approved by the Board of Directors of the Company in its 317th Meeting held on 10.02.2016.- Subsequently, the policy was amended in line with the amendments to the Listing Regulations vide SEBI Gazette Notification dated 14.06.2023 and approved by the Board in its 373rd meeting held on 09.11.2023, effective from 15.07.2023.

The policy has now been further amended in accordance with the amendments to the Listing Regulations notified vide SEBI Gazette Notification dated 12.12.2024 & 16.12.2025, and approved by the Board of Directors in its 395th meeting held on 21.05.2026. The revised policy shall be effective from 21.05.2026.

- (ii) The purpose of this Policy is to determine materiality of events and/ or information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing 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 Listing Regulations and Para 3 of this Policy to the Stock Exchanges in a timely manner.
- (iii) The Policy also aims at assisting Functional Heads of the Company in identifying any material event or information and reporting the same to the Authorized Key Managerial Personnels (KMPs) for determining the materiality of the said event or information, and for making the necessary disclosures to the Stock Exchanges. Accordingly, Internal Operating Guidelines (IOG) have been framed to govern the internal procedure for assessment of an events/information and disclosure of same in timely manner to stock exchanges.

2. DEFINITIONS

- (i) "**Board of Directors or Board**" means the Board of Directors of Engineers India Limited, as constituted from time to time.
- (ii) "**Independent Director**" means a Director as defined under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended.
- (iii) "**Key Managerial Personnel**" means Key Managerial Personnel (KMP) as defined in Section 2(51) of the Companies Act, 2013 i.e.
- (a) the Chief Executive Officer or Managing Director or Manager;
 - (b) the Company Secretary;
 - (c) the whole-time Director;
 - (d) the Chief Financial Officer;
 - (e) such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and
 - (f) such other officer as may be prescribed.
- (iv) "**Mainstream Media**" shall include print or electronic mode of the following:
- (a) Newspapers registered with the Registrar of Newspapers for India;
 - (b) News channels permitted by Ministry of Information and Broadcasting under Government of India;
 - (c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
 - (d) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;"

- (v) "**Policy**" means Policy on Determination of Materiality of Events/Information of the Company.
- (vi) "**Senior Management**" shall mean the officers and personnel of the Company who are members of its core management team, [excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager] i.e. Executive Director (Level 20) and person identified as Key Managerial Personnel .
- (vii) "**Social Media Intermediary**" means an intermediary which primarily or solely enables online interaction between two or more users and allows them to create, upload, share, disseminate, modify or access information using its services, as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

3. DISCLOSURE OF EVENTS OR INFORMATION

- (i) Events / information as per Annexure A (as specified in Para A of Part A of Schedule III of the Listing Regulations) are deemed to be material events, upon occurrence of which the Company shall make disclosure to the Stock Exchanges without applying any guidelines for materiality.
- (ii) Events / information as per Annexure B (as specified in Para B of Part A of Schedule III to the Listing Regulations), upon occurrence of which the Company shall make disclosure to the Stock Exchanges after applying the materiality criteria as given in Para 4 of this policy and following Internal operating guidelines.
- (iii) 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.
- (iv) The Policy shall also apply to the events or information to which neither Para A nor Para B of Part A of Schedule III of the Listing Regulations applies, but which have a material effect on the Company.
- (v) The Company shall also make disclosures of any other event/ information such as major developments that are likely to affect business (e.g. emergence of new technologies, expiry of patents, or any change in accounting policy that may have a significant impact on the financial statements) along with brief details thereof. The Company shall also disclose 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.
- (vi) The Company shall disclose all events or information with respect to subsidiaries which are material (as defined in the Listing Regulations) for the Company.
- (vii) Without prejudice to the generality of Clauses mentioned above, the Company may make disclosures of event/information as specified by the Board of Directors from time to time.
- (viii) The functional heads shall refer to the IOG issued by the Company for identifying any potential material event(s) or information(s) and for reporting the same to the Authorised KMPs

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

An Event /Information specified in Annexure B to this Policy shall be considered material, if it meets any of the criteria either Qualitative or Quantitative as stated below:

Qualitative Criteria:

- (a) the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly;

- (b) 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.

Quantitative Criteria:

- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 1. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 2. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 3. five percent of the *average of absolute value** of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

* The average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is 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.

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

- (i) An event/information purported to be reportable under Regulation 30 of the Listing Regulations or mentioned under this policy (including the matters specified under Para 3 of this policy) shall be informed by the Functional Heads having such information or knowledge thereof, following the due procedure and timelines as specified against each event(s) or information(s) as defined in the IOG to the C&MD/Director (Finance)/Director (Commercial) (officials authorised severally by the Board for this purpose, hereinafter referred to as "the Authorized KMPs"), on an immediate basis with adequate supporting data/information. The Functional Heads shall clearly specify whether the event/ information falls under the qualitative or quantitative criteria, as the case may be. The aforesaid information shall be provided by Functional Heads with draft announcement, which is factual and expressed in clear manner, for disseminating to the Stock Exchanges. Upon receipt of such information, the Authorized KMPs shall approve/determine Materiality of the event or information, as the case may be, for the purpose of disclosure to the Stock Exchanges and, if satisfied, accord written approval to make disclosures.
- (ii) After approval as stated above, the duly approved announcement, along with the duly signed approval note, shall be forwarded to the Company Secretary, who shall make disclosure to the Stock Exchanges in this regard. The above said documents shall be provided to the Company Secretary well in advance before the expiry of time period as stated in Para 5(iii) below so that the disclosure is made to the Stock Exchanges within the stipulated time.
- (iii) The Company shall first disclose to the stock exchange(s) all events or information which are material, as specified in Annexure A & B and under Para 3 of this policy as soon as reasonably possible and in any case not later than the following:
 - (a) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken. Events/ information which are to be disclosed with the approval of Board, the announcement shall be form part of Board Agenda for clearance and resolution to this effect passed in the Board meeting.

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (b) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (c) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of clause 8 of Annexure B to this Policy, is maintained in the structured digital database of the Company in terms of provisions of the EIL's Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure of Unpublished Price Sensitive Information, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

Provided further that, if disclosure is made beyond the timelines mentioned in the IOG, the concerned Functional Heads shall provide a justification for the delay, duly approved by the Authorised KMPs, to the Company Secretary, which shall be submitted to the Stock Exchanges along with such disclosures.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- (iv) Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation to the Authorised KMPs. The Authorised KMPs 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 Listing Regulations and this policy.
- (v) 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 KMPs may refer the guidance as per IOG. Company Secretariat may obtain necessary clarifications from the appropriate authority, if required.
- (vi) The concerned Functional Heads shall provide specific and adequate reply, to all queries raised by stock exchange(s) with respect to any events or information, to the Company Secretary duly approved by the Authorized KMPs, for submitting the same to the stock exchange(s).
- (vii) Where an event or information is required to be disclosed by the Company in terms of the provisions of the Listing Regulations/Policy, pursuant to the receipt of a communication from any Regulatory, Statutory, Enforcement or Judicial Authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority, in line with procedure as stated in Para 5(i) above.
- (ix) The Contact details of the Authorized KMPs shall be disclosed and updated from time to time on the website of the Company as well as to the Stock Exchanges.

6. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

- (i) All the shareholders, promoters, related parties, directors, key managerial personnel and employees of the company or of its subsidiary and associate company, who are

parties to the agreements specified in clause 5A of Annexure A to this Policy, shall inform the Company about such agreements to which the company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

- (ii) The company shall disclose the number of agreements referred to in clause 5A of Annexure A to this Policy, their salient features, including the link to the website of the company where the details of such agreements are available, in the Annual Report.

7. REVIEW AND AMENDMENT

The Policy shall be reviewed as and when necessary. Any amendment/ modification to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any other applicable laws having an impact in the provisions of this Policy, shall mutatis mutandis be applicable, and consequently, the policy shall be amended with the approval of the Board.

8. DISSEMINATION

A copy of this Policy shall be posted on EIL Connect and on the website of the Company. All such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures made to the Stock Exchanges shall be hosted on the website of the Company for a minimum period of 5 years or as may be prescribed in the Listing Regulations from time to time and thereafter as per the archival Policy 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 Listing Regulations and Para 3 of this Policy:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.

Explanation (1)- For the purpose of this sub-para, the word 'acquisition' shall mean-

- (i) acquiring control, whether directly or indirectly; or
- (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to twenty 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-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or
 - (c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30 of the Listing Regulations.

Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

Explanation (2)-For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-

- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or
- (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30 of the Listing Regulations.

Explanation (3)- For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013.

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. New Rating(s) or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), the outcome of meetings of the board of Directors , held to consider the following:
 - a) dividends 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 including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - 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 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.
- 5A Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of the Listing regulations.

Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that Company shall or shall not act in a particular manner.

6. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, the Company would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the Company.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
 - (7A) 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.
 - (7B) Resignation of independent director including reasons for resignation: 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:
 - i. The letter of resignation along with detailed reasons for the resignation as given by the said director.
 - (ia). Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii)] above.
 - (7C) In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director, the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
 - (7D) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).
8. Appointment or discontinuation of Registrar to an Issue and Share Transfer Agent.
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
10. One time settlement with a bank.
11. 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. (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet);
 - (ii) Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

Explanation I: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Company.

(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

- (i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
- (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

- 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) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - (i) Pre and Post net-worth of the company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - (x) Brief description of business strategy.
- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.

17. 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 the Company:
- 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 Company along with comments of the management, if any.

Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the Company.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of the Listing regulations and is not already made available in the public domain by the Company.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

- (a) search or seizure; or
- (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
 - (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.
21. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

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 Listing Regulations and Para 4 of this Policy:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the Company:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.