GRP Limited
POLICY FOR DETERMINATION OF MATERIAL EVENT / INFORMATION
(As adopted by the Board of Directors on 20.5.2016)

1. **PREAMBLE:**
In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI regulations") and circular issued under Regulations 30 read with regulation 101(2) in this regard, the current policy for determination of material event / information which is applicable since 20.05.2016 requires revision to keep it in sync with the periodic amendments in the SEBI Regulations. Accordingly the following revised Policy will be applicable w.e.f. 09.05.2025

2. **OBJECTIVE:**
   - To determine the events and information which in the opinion of the Board are material and needs to be disclosed to the Stock Exchanges as per the timeline hitherto defined.
   - To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
   - The policy is framed for the purpose of systematic identification, categorization, review, disclosure of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company and updation thereof on website of the Company.
   - To ensure that all investors have equal access to important information that may affect their investment decisions.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (LODR) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there-under, and as amended from time to time.

4. **<u>Disclosure of Events / Information</u>**

As per the Regulation 30(6) of the Listing Regulations, the Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations as soon as reasonably possible and in any case not later than the following timelines:

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;
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.

The disclosures with respect to Para A of Part A of Schedule III are deemed to be material events as per Regulation 30 (2) of the listing Regulation, which shall be disclosed without applying guidelines for materiality, as specified in sub-regulation (4) of regulation (30).

4.2 The disclosures with respect to Para B of Part A of Schedule III would be material events if so decided by the Key Managerial Personnel as per Regulation 30 (3) of the listing Regulation, which shall be disclosed upon application of the following guidelines for materiality, as specified in sub-regulation (4) of regulation (30):

4.2.1 The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly: or

4.2.2 The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.

4.2.3 The omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
ii. two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company;
iii. 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
In case where the criteria specified in sub-clauses (i), (ii) and (iii) is not applicable, an event or information may be treated as being material if in the opinion of the authorised Key Managerial Personnel of the Company, the event or information is considered material.

5. Key Managerial Personnel authorized for the purpose of determining materiality of an event or information

The following persons are hereby authorized to determine whether the event / information is material or not and in turn about its timeline for disclosure of information as specified above to the stock exchanges, subject to such information being placed at the earliest before the Board after the said information being made public.

Sl. No.	Particulars	Designation	Responsible for	Contact Details
1.	Mr. Harsh Gandhi	Managing Director	Determination of Material Event	Email ID: harsh.gandhi@grpweb.com
2.	Mrs. Shilpa Mehta	Chief Financial Officer	Determination of Material Event	Email ID: shilpa.mehta@grpweb.com
3.	Ms. Sonal Jaju (w.e.f. July 02, 2026)	Company Secretary and Compliance Officer	Disclosure of Material Event	Email ID: cs.ho@grpweb.com

6. Procedural Guidelines for determination of materiality of events / information:

6.1 The Heads of the Department who are responsible for relevant areas of operations of the Company (“Responsible Officers”) must report to the authorized Key Managerial Personnel of the Company any event / information which may possibly be material or of which the Responsible Officer is unsure as to its materiality.

The event / information should be reported immediately after the Responsible Officer becomes aware of it. On receipt of communication of potential material event / information, the authorized Key Managerial Personnel will:

- Review event / information.

- Assess whether the event / information is material as per the criteria mentioned in clause 4. However, this may not be the sole criteria for determining the materiality of any information / event.

- Report the matter to the Managing Director if the event / information is material and requires disclosure under Regulation 30 of the Listing Regulations. Where the authorized Key Managerial Personnel is not certain about materiality of event

/ information, they may refer matter for external legal advice.

The procedure to be followed in relation to the lodgment of announcement of material event / information is as follows:

i. Prepare draft announcement to the Stock Exchanges: If the event / information is material, Company will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner and obtain approval of the Managing Director or Joint Managing Director of the Company.

ii. Lodgment of Announcements: Company will lodge or arrange for lodgment of the announcement with the Stock Exchanges.

iii. Posting of announcements on Company's website: After lodgment of the announcement with the Stock Exchanges, same will be placed on the website of the Company.

7. 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 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 securities of the Company.

8. Provided that any confidential information which, if disclosed, is likely to put at risk the business interest of the Company, shall not be disclosed. The Company to that extent shall make qualified disclosure to the stock exchanges.

9. In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

Revision History

Sr. No.	Date of Revision	Remarks
1	May 27, 2023	Changes made for change in designations of authorized Key Managerial Personnel/Senior Managerial Personnel.
2	May, 09, 2025	Changes made as per the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.
3	July 23, 2026	Changes made for Key Managerial Personnel authorized for the purpose of determining materiality of an event or information.