POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

Effective From : November 14, 2019
Last Amended : February 13, 2025

GRM OVERSEAS LIMITED
Regd. Off.: Shop No 128, First Floor, Shiva Market, New Delhi-110034

GRM OVERSEAS LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. PREAMBLE

- This Policy (hereinafter referred to as "Policy") shall be called "Policy for determination of materiality of events or information" of GRM Overseas Limited ("GRM"/ "Company").
- In terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every company which has listed its 'Specified Securities' (as defined below) is required to frame a policy for determining the materiality based on criteria specified in Regulation 30(4), duly approved by its Board (as defined below) which is to be disclosed on the website of the Company.

2. OBJECTIVES OF THE POLICY

The Company adopted this Policy to determine the material events/ information for the purpose of adequate, accurate, explicit and timely disclosure of the same to the Stock Exchange(s) and to assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub-regulation (5) of Regulation 30 of the SEBI Listing Regulations, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchanges.

3. DEFINITIONS

"Authorized Persons" shall mean Managing Director, Chief Financial Officer and Compliance Officer**.**

"Board" shall mean the Board of Directors of the Company;

"Compliance Officer" shall mean the Company Secretary of the Company;

"Market Sensitive Information" shall mean information concerning the Company that a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of the Company's securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company's sector;

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

"Specified Securities" shall have the meaning ascribed to the term in Regulation 2(1) (zl) of the SEBI Listing Regulations;

"SEBI" shall mean the Securities and Exchange Board of India;

"Stock Exchange" shall mean the National Stock Exchange of India Limited and BSE Limited;

Words and expressions used but not defined in the Policy shall have the meaning ascribed to them under the SEBI Listing Regulations, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities Contracts (Regulation) Act, 1956.

4. CLASSIFICATION OF MATERIAL EVENTS OR INFORMATION

For determining materiality of any event/information, reference should be made to this Policy, Regulation 30 read with Schedule III of the SEBI Listing Regulations, as well as any circulars, guidance notes, standards, or FAQs issued by SEBI/ Stock Exchanges, from time to time.

4.1 Deemed to be material events or information

The events, as specified in para A of Part A of Schedule III of the SEBI Listing Regulations, shall be deemed to be material events and shall have to be disclosed to the Stock Exchanges without any application of the guidelines for materiality.

4.2 Deemed to be material events subject to application of Guidelines mentioned in clause 4.3

The events, as specified in para B of Part A of Schedule III of the SEBI Listing Regulations, shall be considered as material subject to application of Guidelines mentioned in clause 4.3

4.3 The events as referred in clause 4.2 above shall be considered material only on application of the following guidelines:

A. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

B. 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; or

C. 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, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

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.

D. In case where the criteria specified in sub-clauses (A), (B) and (C) are not applicable, an event/information may be treated as being material if in the opinion of the Board, the event / information is considered material.

4.4 **Any other information/event viz. major development that is likely to affect business:**

Events/information that may include but are not restricted to:

a. Emergence of new technologies;
b. Expiry of patents;
c. Any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof;
d. 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;
e. Any Market Sensitive Information as may be determined the Board from time to time;
f. Any event which, in the view of the Board, is material.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the SEBI Listing Regulations, but which may have material effect on the Company, as determined by the Board or Authorized Persons in accordance with this Policy, the Company is required to make adequate disclosures in regard thereof.

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI Listing Regulations, 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.

5. ADMINISTRATIVE MEASURES

5.1 Unless otherwise decided by the Board, the Authorised Persons shall be jointly or severally authorized to determine materiality of an event or information andmaking disclosures to the Stock Exchange(s).

5.2 The Authorised Persons so designated will be guided by circulars issued by SEBI from time to time, while expressing a view on whether an event/information has occurred requiring a disclosure to be made under this Policy and the contents of such disclosure.

5.3 The Authorised Persons shall take into consideration totality of factors surrounding the particular information to take a view on whether the information is Market Sensitive Information.

5.4 The Authorised Persons may seek expert advice where so felt necessary as to whether the information is required to be disclosed in accordance with the terms of this Policy.

5.5 The heads of various departments of the Company will support the Authorised Persons with regard to compliance of the terms of this Policy, and forthwith notify the Authorised Persons and provide all relevant details with regard to any event/ information which is likely to be construed as material under clause 4 of this Policy.

5.6 The Employees of the Company shall be under an obligation, to disclose to the Authorised Persons, any event or information, for which they have knowledge, and which may be deemed to be material in terms of this policy. The Authorised Persons, in turn determine the materiality of such event or information, according to provisions of this Policy and the SEBI Listing Regulations, make necessary disclosures to the Stock Exchange, if required.

5.7 The contact details of the Authorised Persons shall be disclosed to the Stock Exchange(s) and also be placedon the Company's website.

5.8 The Compliance Officer shall ensure overall compliance of this Policy.

6. DISCLOSURE

The Authorised Persons shall observe the following for proper and timely disclosure of any material events/information as defined herein:

6.1 All events or information which are material in terms of the provisions of Regulation 30 of the SEBI Listing Regulations shall be first disclosed to the Stock Exchanges as soon as reasonably possible and in any case not later than the following:

(i) thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board 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 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.

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

(iii) 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 listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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 listed entity.

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 in case the disclosure is made after the timelines as specified above, the Company shall, along with such disclosure provide the explanation for the delay.

6.2 The Stock Exchange(s) shall also be regularly intimated of details of any change/ updates in the disclosure including status and/ or any material development thereon till such time as the event is resolved/ closed, with relevant explanations.

6.3 All the disclosures made to the Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

6.4 The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.

6.5 The Company shall provide specific and adequate reply to all queries raised by any Stock Exchange with respect to any events or information. The Company may on its initiativealso confirm or deny any reported event or information to Stock Exchange(s).

7. GUIDANCE ON WHEN AN EVENT / INFORMATION CAN BE SAID TO HAVE OCCURRED

7.1 The occurrence of material events/ information:

(a) depends upon the stage of discussion, negotiation or approval; and

(b) in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., it would depend upon the timing when the Company became aware of the event/ information.

7.2 In respect of the events under 7.1(a), the events/information can be said to have occurred upon receipt of approval of the Board e.g. further issue of capital by rights issuance and in certain events/ information after receipt of approval of both i.e. Board and Shareholders.

However, considering the price sensitivity involved for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board, pending Shareholder's approval. Approvals other than final approval, such as in-principle approval or approval to explore (which is not final approval) given by the Board, will not require disclosure under this Policy.

7.3 In respect of the events under 7.1(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer 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 term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include Promoter of the Company.

This Clause 7 shall be subject to necessary guidance/ clarification issued by SEBI from time to time.

8. AUTHORITY AND AMENDMENTS TO THE POLICY

This Policy has been adopted by the Board of the Company at its meeting held on October 10, 2019 and was last amended on February 13, 2025.

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI Listing Regulations.

9. INTERPRETATION

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

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