GTL - Policy for Determination of Materiality of Events or Information

[Effective date: 01st May, 2026]

I. Preface:

The Board of Directors of GSPL Transmission Limited has adopted the following policy and procedure to determine Materiality of Events or Information and to ensure that such Event or Information is adequately disseminated to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Applicability:

This Policy shall be applicable to all Events or Information relating to the Company, as and when they fall under the criteria elucidated below.

This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive Information.

III. Definitions:

1. **"Board of Directors"** means the Board of Directors of the Company as constituted from time to time.

2. **"Company"** means GSPL Transmission Limited (GTL).

3. **"Compliance Officer"** shall be the person holding the position of the Company Secretary of the Company, from time to time.

4. "**Key Managerial Personnel"** means Key Managerial Personnel as defined in subsection (51) of Section 2 of the Companies Act, 2013.

5. **"Listing Regulations"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. **"Material Events or Information"** means Events or Information as provided under Category A and Category B below.

7. **"Promoter"** shall have the same meaning as assigned in clause (oo) of subregulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

8. **"SEBI"** means Securities and Exchange Board of India.

9. **"Stock Exchange"** refers to the Stock Exchange(s) where the Securities of the Company are Listed from time to time.

IV. Disclosure of Events or Information:

The Events or Information to be disclosed by the Company are broadly divided into two categories:

Category A:

Covers Events or Information which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality.

Category B:

Covers Events or Information which are specified in Para B of Part A of Schedule III of the Listing Regulations (as applicable from time to time) which are required to be disclosed by the Company upon application of the criteria for materiality mentioned below:

Criteria for determination of Materiality of Events or Information:

The Company shall consider the following criteria for determination of Materiality of Events or Information:

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:

    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;

d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

The timelines for disclosure of such Events or Information to the Stock Exchange where Equity Shares of the Company are Listed shall be:

- 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:

  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.

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

- 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 sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the Company 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 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 in case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

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

The timelines for the disclosure of the Events or Information to Stock Exchanges will be as per the Listing Regulations.

Further, in accordance with **Regulation 30A of the Listing Regulations of the following agreements binding on the** Company **will be disclosed to the stock exchanges**

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of GTL or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to the Listing Regulations as below, shall inform the Company about the agreement to which GTL is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements:

- 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 the 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 the Company shall or shall not act in a particular manner.

V. Authorization for making Disclosures:

The Vice Chairperson , Chief Financial Officer and Company Secretary of the Company are severally authorized for the purpose of determining Materiality of an Event or Information for the purpose of making disclosures to Stock Exchange(s) under this Policy, the contact details of whom are also available on the website of the Company.

The Head of Departments (HoDs) of the Company shall take assistance of this Policy in identifying any potential material Event or Information and to report the same to the above authorised Individuals for determining the materiality of the said Event or Information.

Further, occurrence of all such Events or Information determined to be Material shall be immediately intimated to the Secretarial & Legal Department of the Company for making necessary Disclosure to Stock Exchanges as required under Listing Regulations.

VI. Disclosures and Timeliness:

1. 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. The Company shall disclose all Events or Information with respect to its subsidiaries which are material for the Company.

   The Company shall disclose on its website all such Events or Information which has been disclosed to Stock Exchange(s) under this Policy and such disclosures shall be hosted on the website of the Company for a minimum of period of 5 years and thereafter as per the archival policy of the Company, as disclosed on the website.

VII. Amendment to the Policy:

This Policy is framed based on the provisions of the Regulation 30 of the Listing Regulations.

In case of any subsequent changes in the provisions of the Regulation 30 of Listing Regulations or any other applicable Regulations which makes any of the provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed and amended by the Board from time to time as and when any changes are to be incorporated in the Policy as may be felt appropriate by the Board.

VIII. Dissemination of Policy:

In compliance with the Regulation 30 of the Listing Regulations, this Policy shall be uploaded on the website of the Company.

This updated Policy approved by the Board of Directors on 30th April, 2026.

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