

RSWM LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION AND DISCLOSURE TO STOCK EXCHANGES

**Approved by Board of Directors at its meeting held on 1st February, 2016 and amended
on 21st May, 2019 and 7th February, 2022**

SEBI has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) on September 2, 2015 and amended on time to time. As per Regulation 30 of the Listing Regulations, every listed entity is required to frame a policy for determination of materiality of events or information duly approved by its Board of Directors, which would be disclosed on its website.

Accordingly, the Board of Directors of the Company has approved this policy for determination of materiality of events or information which would be disclosed on Company's website.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- a. Events or information specified in Para A of Part A of Schedule III of the Listing Regulations shall deem to be material. These events shall be disclosed without applying the test of materiality. Such events are mentioned in Appendix "A" for ready reference.
- b. In respect of events or information specified in Para B of Part A of Schedule III of the Listing Regulations, the following criteria shall be applied for determination of materiality:-
 - (i) **Qualitative Criteria:** An event or information which meets any of the following criteria shall be considered material:
 - (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;
 - (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of the Company, the event / information is considered material.

(ii) Quantitative Criteria: An event or information shall be considered material on the basis of criteria mentioned below:

S. No	Particulars	Criteria for determining materiality and intimation to Stock Exchanges
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Delay by 3 months from the targeted date as informed to the stock exchanges. The target date informed to the Stock Exchanges should be set in a realistic manner.
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).	
	2.1 Arrangements for strategic, technical, manufacturing, or marketing tie-up	If the arrangement changes the turnover of the Company by more than 15%.
	2.2 Adoption of new line(s) of business	If the new line of business changes the turnover of the Company by more than 15%.
	2.3 Closure of operations of any unit/division - (entirety or piecemeal)	If the closure of operations of a unit/division decreases the turnover of the Company by more than 15%.
3	Capacity addition or product launch.	
	3.1 Capacity addition	15% or more addition to the existing capacity of a unit or addition of a Greenfield unit/location.
	3.2 Product launch	If the new product adds to existing turnover of the Company by more than 15%.
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	
	4.1 Awarding of order(s)/contract(s)	Value above ₹ 50 Cr per purchase order/contract, which are not in normal course of business.
	4.2 Bagging/Receiving of orders/contracts	Value above ₹ 50 Cr per sale order/contract, which are not in normal course of business.
	4.3 Amendment or termination of	a) Amendment worth ₹ 15 Cr

		orders/contracts	per order /contract, which are not in normal course of business. b) Termination of orders / contracts which are not in normal course of business for values defined in 4.1 and 4.2 above.
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.		Binding agreements not in normal course of business for value in excess of ₹ 50 Cr.
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.		
	6.1	At the time of occurrence	Where the disruption continues for 15 days or more.
	6.2	Regularly, till complete normalcy is restored.	At a frequency of 120 days or till normalcy is restored whichever is earlier
7	Effect(s) arising out of change in the regulatory framework applicable to the Company.		Annual Profit impact equivalent of 10% of that of the immediately preceding year or ₹ 10 Cr whichever is higher.
8	Litigation(s) / dispute(s) / regulatory action(s) with impact.		
	8.1	At the time of becoming the party	5% of Turnover or 10% of Net worth, whichever is higher.
	8.2	Regularly till the litigation is concluded or dispute is resolved.	At an interval of six months.
9	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.		
	9.1	At the time of unearthing of fraud or occurrence of the default/arrest	Fraud/default: Rs 1 Cr or more
	9.2	Subsequently intimate the stock exchange(s) further details regarding the fraud/default.	At a frequency of 90 days.
10	Options to purchase securities including any ESOP/ESPS Scheme		Launch of any scheme after necessary approvals
11	Giving of guarantees or indemnity or becoming a surety for any third party.		For a value in excess of 10% of net worth.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.		Impact exceeding 15% of turnover.

13	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.	Impact exceeding 15% of turnover.
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Notes:

- a. In circumstances where ‘qualitative’ test may not be applicable ‘quantitative’ test may be applied to determine materiality.
- b. Turnover indicated above means revenue from operations, as reflected in the latest available audited annual balance sheet of the Company.
- c. The Company does not have listed non-convertible debt securities/non-convertible preference shares, accordingly the events/information relating thereto do not form a part of this policy

Authorization for determining materiality of an event or information:

The Chief Financial Officer is hereby authorised for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under regulation 30(5) of the Listing Regulations. The contact details of the Chief Financial Officer are as under:

Name and Address	Telephone No	E-mail Id
Avinash Bhargava Bhilwara Towers, A-12, Sector-1, Noida-201301.	+91-0120-4390300	cfo.rswm@lnjbhilwara.com

A procedure for regular conveyance of relevant information and events to the CFO is being laid down separately, so that functional/departmental head keep the CFO duly informed in this regard. The CFO shall in any case disclose all relevant information/events as they come to his notice in normal course of his duties.

In case the position of CFO is vacant, the Board authorises the Company Secretary to ensure compliance of the policy.

Disclosure to Stock Exchanges:

The authorised person shall ascertain the materiality of events or information based on above guidelines and make appropriate disclosure(s) to the Stock Exchanges (with simultaneous intimation to Board of Directors) as under:

- 1) Outcome of Board meeting : Within 30 minutes of the closure of the meeting
- 2) Events or information specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed as soon as reasonably possible and not later than 24 hours from the occurrence of event or information as mentioned in Appendix -A.
- 3) In other cases within 24 hours of any event/information becoming material.

Display:-

The Company will disclose on its website all such events or information which have been disclosed to Stock Exchange(s). Further, the policy shall be displayed on the Company's website and intranet.

Modification in the Policy:

The Board of Directors may at its sole discretion modify this Policy at any time as it may deem fit in view of various factors including the changes in applicable laws and regulations and change in turnover significantly.

Appendix “A”

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 listed entity 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 listed entity 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 listed entity 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/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
 - 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 listed entity from stock exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

- 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 listed entity), 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 listed entity 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.
 - (7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities 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 listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 - i. The letter of resignation along with detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
 - 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 listed entities to the stock exchanges along with the detailed reasons as specified in sub clause (i) and (ii) above
- 8. Appointment or discontinuation of 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. 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 listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. (a) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors;

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

- (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - (i) the presentation and the audio/video 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 transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.;

- 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 persons(s), 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 listed entities:
- 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 listed entity along with comments of the management, if any.