

RISHIROOP LIMITED

POLICY OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') mandate every listed entity to frame a policy for determination of materiality. This Policy is framed pursuant to this requirement.

Criteria for determination of materiality:

- a) The omission of information which is likely to result in discontinuity or alteration of event or information already available publicly;
- (b) The omission of information which is likely to result in significant market reaction if the said omission came to light at a later date.

Where the criteria specified in above 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, the event / information is considered material.

A specific event / information may be considered material, if its impact is such so as to affect 10 % of Annual Turnover, or 10 % of Networth, or 10 % of the market share.

Events to be disclosed without application of materiality guidelines as above

(Deemed Material Events)

All disclosures required to be made under Para A of Schedule III of the Listing Regulations are required to be made **within 24 hours** from the occurrence of the event or receipt of information (Except for sub para (4) below which is to be disclosed **within 30 minutes** from conclusion of the board meeting).

These are :

- (1) Acquisition(s), Scheme of Arrangement, or Sale or Disposal of Units/Division/ Subsidiary or any restructuring;
- (2) Issuance or forfeiture of securities, split or consolidation of shares, buyback, redemption of securities, restrictions on transferability;
- (3) Revision in Rating(s);
- (4) Outcome of Board meeting held to consider :
 - a. Dividend/Bonus
 - b. Cancellation of Dividend
 - c. Buyback of securities

- d. Fund Raising
 - e. Reissue of forfeited securities
 - f. Alteration of capital
 - g. Financial Results
 - h. Voluntary delisting from stock exchange
- (5) Agreements - shareholder, joint venture, family settlement - impacting management and control of the listed entity
 - (6) Frauds/Defaults by promoter/KMP or arrest of KMP/Promoter
 - (7) Change in Director, KMP, Auditor
 - (8) Appointment/Discontinuance of Share Transfer Agent
 - (9) Corporate Debt Restructuring
 - (10) One time settlement with Bank
 - (11) Reference to BIFR
 - (12) Issuance of Notices, call letters, resolution, circulars sent to shareholders, debenture holders, creditors or any class of them or advertised in the media
 - (13) Proceeding of Annual and Extraordinary General Meeting
 - (14) Amendments to Memorandum and Articles of Association
 - (15) Schedule of Analyst or Institutional Investor meet and presentation of financial results to analysts/investors.

In case there is a delay in filing such disclosures, an explanation for the delay along with the disclosure is required to be submitted to the stock exchange.

Events to be disclosed after application of materiality guidelines

These are :

- (1) Commencement or postponement in date of commercial production or commercial operations of any unit/division
- (2) Change in the general nature or character 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.
- (3) Capacity addition or product launch
- (4) Awarding, bagging, receiving, amendment or termination of contracts not in the normal course of business
- (5) Agreements viz. Loan Agreements (as a borrower) or any other agreements which are binding and not in the normal course of business and revisions, amendments, or terminations thereof
- (6) Disruption of operations of any one or more units /divisions due to natural calamity, force majeure events, or events such as strikes/lockouts
- (7) Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- (8) Litigation/Dispute/Regulatory actions with impact
- (9) Fraud/defaults etc. by directors (other than KMP) or employees of listed entity
- (10) Options to purchase securities including ESOP/ESPS Scheme

- (11) Giving of guarantees or indemnity or becoming surety for any third party
- (12) Granting, Withdrawal, Surrender, Cancellation, Suspension of Key Licenses, or regulatory approvals.
- (13) Any other information/event (viz. major development) likely to affect business.

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