

RISHIROOP LIMITED

POLICY OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

1. Preamble:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') mandate every listed entity to frame a policy for determination of materiality for disclosure of events or information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the 'Policy for Determination of Materiality of Events or Information', which was last revised in February 2023.

This Policy is now updated based on the amendments to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 ('LODR Amendments') and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ('SEBI Disclosure Circular').

2. Scope & Objective:

This Policy shall be applicable to all material events which will have to be reported to Stock Exchange. The objective of this Policy is to lay down the criteria for determination of materiality of events and information that need to be disclosed to the Stock Exchange.

3. Definitions:

3.1. "Act" shall mean the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

3.2. "Board of Directors" or "Board" means the board of directors of the Company, as constituted from time to time.

3.3. "Compliance Officer" means the Company Secretary of the Company authorized by the Board for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange.

3.4. "Director" refers to the director on the Board of the Company.

3.5. "Key Managerial Personnel" means a key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

3.6. “Listing Agreement” shall mean an agreement that is to be entered into between recognized stock exchanges, on which the equity shares of the Company are listed and the Company pursuant to the SEBI Listing Regulations.

3.7. “Material Event” or “Material Information” shall mean such event or information as set out in this Policy or as may be determined in terms of the SEBI Listing Regulations. In this Policy, the words, “material” and “materiality” shall be construed accordingly.

3.8. “SEBI” means the Securities and Exchange Board of India.

3.9. “Stock Exchange” means the BSE Limited.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

4. Classification of material events / information

4.1 Deemed material events: These are the events which are deemed to be material events and shall be necessarily disclosed to the Stock Exchange without applying any test of materiality.

These are the events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) (“Para A Events”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations.

Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

4.2 Events determined to be material based on application of materiality guidelines:

The Company shall disclose all such material events or information specified in Para B of Part A of Schedule III of the LODR Regulations (“Para B Events”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/ event. In order to determine whether a particular event or information is material in nature, the following 'quantitative' or 'qualitative' criteria shall be applied -

Quantitative criteria:

would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

(a) 2% (two per cent) of turnover, as per the last audited financial statements of the Company; or

(b) 2% (two per cent) of net worth as per the last audited financial statements of the Company (except in case the arithmetic value of the net worth is negative)); or

(c) 5% (five percent) of average of absolute value of profit or loss after tax for last 3 years, as per the last 3 (three) audited financial statements of the Company.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

Qualitative criteria:

would mean:

(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) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

Event/information would become material depending on the stage of negotiations, discussion or approval process (i.e. Board / Shareholders) in case of events internal to the Company. Approvals other than final approvals, such as in-principle approvals etc., will not require disclosure.

In case of external events, the events/information can be said to have occurred when the Company becomes aware of the events/information.

The Compliance Officer and other Authorized Persons of the Company shall exercise their own judgement while assessing and determining the materiality of events associated with the Company.

5. Obligation to make disclosures:

All the Key Managerial Personnel and Senior Management of the Company shall be under an obligation to disclose any significant or material event and / or price sensitive information to the Compliance Officer/Authorised Persons of the Company as soon as they become aware of the same.

Upon receipt of information regarding such material event / price sensitive information, Compliance Officer/Authorised Persons shall consult either - Chairman of the Board, Managing Director, Director(s), as necessary, before making disclosure of the material events and / or price sensitive information to the Stock Exchange.

All events/information identified as material in line with the LODR Regulations and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following as per the SEBI Disclosure Circular:

- i. For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
- ii. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
- iii. For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.

In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy from time to time till the event is resolved or closed.

6. Officers authorized to determine materiality and make disclosures:

Following Key Managerial Persons of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/information requires Stock Exchange disclosure, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines ('Authorized Persons'):

1. Managing Director;
2. Company Secretary and Compliance Officer;
3. Chief Financial Officer.

7. Dissemination of this Policy:

This Policy shall be uploaded on the website of the Company.

Updated: May 21, 2024