

RAJOO[®]

excellence in extrusion

**POLICY FOR DETERMINATION OF
MATERIALITY OF EVENTS OR
INFORMATION AND ITS DISCLOSURE TO
STOCK EXCHANGE**

(Revised and Updated by the Board of Director in their meeting held on May 15, 2023)

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION **AND ITS DISCLOSURE TO STOCK EXCHANGE**

[Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Introduction/Preamble

- 1.1** Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the “**SEBI Listing Regulations**”), as may be amended from time to time, mandates every Listed Entity to disclose events or information which, in the opinion of its Board of Directors, are material in nature. Regulation 30(4) of the SEBI Listing Regulations requires the Listed Entity to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein.
- 1.2** Rajoo Engineers Limited (the “**Company**”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information and its disclosure (“**Policy**”) is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange (as hereinafter defined).
- 1.3** Accordingly, The Company has formulated this policy for determination of materiality of events or information for disclosure in order to enable the Company to promptly disclose to the Stock Exchange material events/information in accordance with said regulation. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.

2. Objective

The objective of this Policy is aimed at providing the guiding to the management of the Company to ensure that timely and adequate disclosure of events or information that are material in nature and could affect investment decisions is made to the Stock Exchange and the investor community timely and appropriately as mandated under the SEBI Listing Regulations.

3. Definitions

- (a) “**Act**” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
- (b) “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- (c) “**Key Managerial Personnel**” means the key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (d) “**SEBI Listing Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (e) “**Turnover**” means turnover as defined under sub-section (91) of section 2 of the Companies Act, 2013.

- (f) “**Policy**” means this policy, as amended from time to time.
- (g) “**SEBI**” means the Securities and Exchange Board of India.
- (h) “**Rules**” means the rules made under the Act.
- (i) “**Stock Exchange**” means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

4. Events or information which are deemed to be material events and shall be disclosed without any application of the guidelines for materiality

The Company shall, disclose all such events pertaining to itself, which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as may be applicable / amended from time to time). Notwithstanding anything contained in this Policy, the Company shall at all times be required to disclose all such events as are specified under sub-regulation (2) of Regulation 30 of the SEBI Listing Regulations.

5. Events or information which are dependent on application of guidelines for materiality

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations pursuant to this Policy based on application of Guidelines for materiality

Guidelines for determining materiality of events or information:

Quantitative criteria would be calculated based on audited financial statements of the last audited financial year, and would mean event/ information where the value involved or the impact exceeds ten per cent of the consolidated gross turnover.

Qualitative criteria would mean an event/ information:

- (a) The omission of which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) The omission of which is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) Which in the opinion of the Board of Directors of the Company, is considered material.

6. Any other information or event which is to be disclosed by the Company

Events of the Company to which neither Para A nor B of Part A of Schedule III apply, should be disclosed if such events are considered as material by the Company.

The Company shall disclose major developments that are likely to affect its business and any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

The Company may at its own discretion, confirm or deny any reported event or information to Stock Exchange(s).

7. Key managerial personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange

Regulation 30 (5) of Listing Regulations provides that the Board of Directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under the necessary provisions of the SEBI Listing Regulation and the contact details of such personnel shall be disclosed to the Stock Exchange(s) and as well as on the listed entity's website.

The Board of Directors has severally authorized the following KMPs for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (“Authorized Person(s)”):

For determining materiality of events or information:

| Sr. No. | Designation |
|----------------|------------------------------|
| 1 | Managing Directors |
| 2 | Chief Financial Officer(CFO) |

For making disclosure to Stock Exchanges:

| Sr. No. | Designation |
|----------------|--|
| 1 | Managing Directors |
| 2 | Company Secretary & Compliance Officer |

Powers and Responsibilities of the Authorised Person for determining material events or information within the Company:

- To review and assess the materiality of an event that may qualify as ‘material’ and may require disclosure, on the basis of facts and circumstances prevailing at that point in time.
- The disclosure shall be finalized in consultation with the Managing Director and CFO. For this purpose, the relevant details of event or information shall be sent to the Authorised Persons promptly or as soon as practicable to enable its disclosure to the Stock Exchanges.
- To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.
- To disclose material developments on a regular basis, till such time the event or transaction is resolved / closed, with relevant explanations.
- To consider such other events or information that may require disclosure to be made to the Stock Exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

The materiality of events outlined above, are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

8. Disclosure

- a. The Authorized Person shall issue a suitable disclosure notification to the stock exchanges.
- b. The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website and direct email.
- c. Statutory timeframes for disclosure shall be adhered with. Delay, if any, should be sufficiently explained along with the disclosure.
- d. Save as otherwise provided in clause (g) below, the Company shall first disclose to stock exchange(s) all Events specified in Part A of Schedule III as soon as reasonably possible and not later than 24 (twenty-four) hours from the occurrence of event or information.
- e. The disclosure with respect to events specified in point 4 of Para A of Part A of Schedule III shall be made within 30 (thirty minutes) of the conclusion of the Board meeting.
- f. The Company shall, with respect to events/information mentioned in Para A and Para B of Part A of Schedule III, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed, with relevant explanations.
- g. The Company shall make disclosures of events/information as specified in Para B of Part A of Schedule III based on application of guidelines for determining materiality as per Clause 5 of this Policy.
- h. The Company shall disclose all events or information with respect to subsidiaries, if any, which are material for the Company.

9. Amendments

The Board may amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy with or without changes in applicable laws. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

10. Scope and limitation

In the event of any conflict between the provisions of this Policy and the Act or SEBI Listing Regulations or any other statutory enactments, modification or rules, the provisions of SEBI Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

11. Dissemination of policy

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