



RATNAMANI METALS & TUBES LIMITED

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POLICY FOR **DETERMINING** **OF MATERIAL** **INFORMATION**

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1. SCOPE & PURPOSE:

Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires the company to frame a policy to determine the material events by testing the materiality for the purpose of proper, sufficient and timely disclosure of the same to the stock exchanges and also required to be disclosed on the Company's website.

2. APPLICABILITY

This Policy shall be applicable to the company with effect from 1st December, 2015.

3. DEFINITIONS

a. '**Acquisition**' shall mean

Acquiring control, whether directly or indirectly; or acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that

- i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
- ii. there has been a change in holding and such change exceeds two per cent of the total shareholding or voting rights in the said company.

b. '**Compliance Officer**' shall mean the Company Secretary of the Company.

c. '**Company**' means Ratnamani Metals & Tubes Limited.

d. '**Key Managerial Personnel**' means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

e. '**Policy**' means Policy on Disclosure of Material Events.

f. '**LOADR**' means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. KEY PRINCIPLES IN DETERMINING MATERIALITY:

Following events and guidelines shall be considered while testing materiality for disclosure of an event/information:

A. EVENTS WHICH SHALL BE DEEMED MATERIAL:

- 1. Acquisitions of 5% or more of a company or purchase of additional 2% in companies where the current holding is more than 5%.
- 2. Change in holding from the last disclosure and if such change exceeds 2% of the total shareholding or voting rights in the said company.
- 3. Sale of any unit(s) or division(s).



4. Scheme of Arrangement (amalgamation / merger / demerger / restructuring).
5. 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 redemption of securities etc.
6. Revision in rating(s).
7. Outcome of Board Meetings of the Company held to consider the following:
 - a. declaration of 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. Re-issue of forfeited shares |securities or 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.
 - h. financial results.
 - i. decision on voluntary delisting by the Company from Stock Exchange(s).
8. Agreements {namely shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/contract(s) with media companies} which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
9. Fraud / defaults by Promoter or Key Managerial Personnel (KMP) or by the Company or arrest of any Promoter or KMP.
10. Change in the Directors, KMP, Auditor and Compliance Officer.
11. Appointment or discontinuation of share transfer agent.
12. Corporate debt restructuring or one time settlement with a lender.
13. Reference to the BIFR and winding up petitions filed by any party/creditor(s).

14. Issuance of Notices, call letters, resolutions and circulars sent to the Shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
15. Proceedings of Annual and Extraordinary General Meetings of the Members of the Company.
16. Amendments to Memorandum and Articles of Association of the Company, in brief and
17. Schedule of Analysts' or Institutional Investors' meet and Presentations on financial results made to the Analysts or Institutional Investors.

The above events shall be disclosed in accordance with the applicable Regulations or guidelines issued thereunder, including any amendments thereto.

B. THE FOLLOWING EVENTS SHALL BE CONSIDERED MATERIAL SUBJECT TO THE APPLICATION OF THE GUIDELINES MENTIONED IN CLAUSE (C):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit / division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, 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 awarded / bagged orders / contracts, not in the normal course of business.
5. Agreements {namely, loan agreement(s) (as a borrower) or any other agreement(s)} which are binding and not in the normal course of business and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more segments of the Company due to natural calamity (earthquake, flood, fire, etc.), force majeure or other events.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Frauds / defaults by the Directors (other than KMPs) or employees of the Company.
10. Options to purchase securities including any ESOP / ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety for any third party other than in the normal course of business.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

C. THE EVENTS MENTIONED IN CLAUSE (B) ABOVE SHALL BE CONSIDERED MATERIAL ONLY ON APPLICATION OF THE FOLLOWING GUIDELINES:

1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
2. 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.
3. In case where the criteria specified in sub-clauses (1) and (2) are not applicable, an event / information may be treated as being material if in the opinion of the Board, the event / information is considered material.

D. ANY OTHER INFORMATION | EVENT NAMELY MAJOR DEVELOPMENT THAT IS LIKELY TO AFFECT BUSINESS:

Events / Information that may include, but are not restricted to:

1. Any information/event namely, major development that is likely to affect business for example, emergence of new technology and expiry of patents.
2. Any change of Accounting Policy that may have a significant impact on the accounts, etc.
3. Any event which in the view of the Board / Company Secretary of the Company is material.

5. AUTHORITY & TIME FRAME TO DISCLOSE EVENTS:

- a. Unless otherwise decided by the Board, the Key Managerial Personnel (KMP) are jointly and severally authorized for the purpose of determining materiality of an event or information and making disclosures to the Stock Exchanges. Any decision taken by them shall be valid and binding on the Company. (*)
- b. The contact details of all the KMPs shall be disclosed to the Stock Exchanges and also be placed on the website of the Company.
- c. The KMPs shall take into consideration the factors surrounding the particular information to take a view on whether the information is market sensitive or not.

(*) amended with effect from November 3, 2020

- d. The Company shall first disclose details to Stock Exchange(s) of all events/information, as specified in 3(A)(7) above shall be made within 30 minutes of the conclusion of the Board Meeting.
- e. All other events mentioned under clause 3(A) and (B) above, other than those mentioned in the foregoing Clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of a particular event.
- f. Any material developments on any event disclosed to the Stock exchanges shall be updated on regular basis till such event resolved.
- g. All disclosures made to the stock exchange shall be disclosed on the Company's website all such events for a minimum period of five years and thereafter as per the archival policy of the Company.

6. GUIDANCE ON WHEN AN EVENT / INFORMATION IS DEEMED TO BE OCCURRED:

- a. The events/information shall be said to have occurred upon approval by the Board for example further issue of capital by rights issuance and in certain events/information after approval of both, the Board and Shareholders that is to say, after the approval of the Shareholders of the Company
- b. The events/information that may be of price sensitive nature such as declaration of dividends, etc. on receipt of approval of the event by the Board, pending approval of the Shareholder.
- c. In the events/information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the events/information.

7. REFERENCE:

All the words and expression used in this policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (LOADR) Regulation, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

8. INTERPRETATION:

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this Policy is amended to conform to the law, rule, regulation or standard.

9. AUTHORITY TO MAKE ALTERATIONS:

The Board of Directors of the Company is authorized to make such alterations to this Policy as considered appropriate, subject however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

Date: 4th November, 2015

Place: Ahmedabad