

ROLTA INDIA LIMITED

POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

Background:

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in Regulation 30 of the said Regulations and the same is also required to be disclosed on the Company's website.

Policy:

Taking into account the aforesaid provisions and other applicable legal provisions, the Policy on determination of materiality for disclosures to events or information is being made as under:

1. The Company shall disclose the events specified in Annexure 1 & 2 to this policy as per the materiality criteria specified therein. The Company shall consider the following criteria in respect of any other events to determine materiality of the same:-
 - (a) the omission of an event or information 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) 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.
2. The Chairman singly or any two out of the Joint Managing Director, Chief Financial Officer and Company Secretary jointly are authorised persons for the purpose of determining materiality of an event or information.
3. The Chairman, Joint Managing Director, Chief Financial Officer and Company Secretary are severally authorised for making disclosures of such material event or information to the stock exchanges.
4. The Chairman is authorised to make appropriate changes to the above policy as he may deem expedient taking into account the law for the time being in force.
5. This Policy is subject to review from time to time.

Annexure 1

List of Events which shall be disclosed without any application of the guidelines for materiality

Sl.No	Events requiring Disclosure
1.	<p>Acquisition (s) including agreement to acquire, Scheme of Arrangement (amalgamation/merger/demerger/restructuring) or sale or disposal of any unit(s), division or subsidiary of the listed entity or any other restructuring. Explanation : For the purpose of this sub para, the word “acquisition” shall mean</p> <p>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 Company holds shares or voting rights aggregating to five percent 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 percent of the total shareholding or voting rights in the said company</p>
2.	<p>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.</p>
3.	<p>Revision in Rating(s)</p>
4.	<p>Outcome of meetings of the Board of Directors. Company shall disclose to the Stock Exchanges within 30 minutes of the closure of the meeting held to consider the following:</p> <p>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 buy back 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 Company from stock exchanges</p>

5.	Agreements (viz shareholder agreements) joint venture agreements, family settlement agreements (to the extent that it impacts management and control of the listed entity), agreements/treaties/contracts with media companies which are binding and not in normal course of business, revisions or amendments and terminations thereof
6.	Fraud/defaults by promoter or Key Managerial Personnel or by the Company 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
8.	Appointment or discontinuation of a share transfer agent
9.	Corporate debt restructuring
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 Company
13.	Proceedings of Annual and Extraordinary general meetings of the Company
14.	Amendments to Memorandum and Articles of Association of the Company, in brief
15.	Schedule of Analyst or Institutional Investor and presentation of financial results made by the Company to analysts or institutional investors

Annexure 2

The events/information and corresponding materiality criteria pursuant to Para B of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1 (ii) of this Policy.

Sl. No	Event / Information	Threshold
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement
2.	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tieup, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement
3.	Capacity addition	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement
4.	Product launch	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement
5.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement
6.	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.	Impact exceeding 10% of consolidated Turnover or exceeds 10% of the net worth of the Company as per the last audited consolidated financial statement, , whichever is lower
7.	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Impact exceeding 10% of consolidated Turnover of the Company as per the last audited consolidated financial statement

8.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity	Impact exceeding 10% of consolidated Turnover or exceeds 10% of the net worth of the Company as per the last audited consolidated financial statement, , whichever is lower
9.	Litigation(s) / dispute(s) / regulatory action(s) with impact.	Impact exceeding 10% of consolidated Turnover or exceeds 10% of the net worth of the Company as per the last audited consolidated financial statement, whichever is lower
10.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.	As per limits prescribed under the Companies Act, 2013 / SEBI Regulations from time to time.
11.	Options to purchase securities including any ESOP/ESPS Scheme.	Exceeding 1% of the post issuance / allotment paid up share capital
12.	Giving of guarantees or indemnity or becoming a surety for any third party.	Guarantees or indemnity or becoming surety which is not in the ordinary course of business for a sum not less 10% of the consolidated net worth as per the last audited consolidated financial statement.
13.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Impact exceeding 10% of the consolidated turnover as per the last audited consolidated financial statement of the Company.