

POLICY ON MATERIALITY OF EVENTS AND
INFORMATION

1. **OBJECTIVE**

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

2. **EFFECTIVE DATE**

This Policy is effective December 1, 2015. This Policy was modified by the Board at its meeting held on 14th November, 2018 to fix the parameters for determining the materiality of events.

3. **DEFINITION**

Act shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

Board of Directors means the Board of Directors of Rapicut Carbides Limited, as constituted from time to time.

Company means Rapicut Carbides Limited.

Key Managerial Personnel mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.

Listing agreement shall mean an agreement that is to be entered into between a recognised stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015.

Material Event or **Material Information** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

Policy means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

Regulations mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

Schedule means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

4. **GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION**

Events / information shall be considered as Material if it meets any of the following criteria:

- (a) the event or information is in any manner unpublished price sensitive information;
- (b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (c) 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; and
- (d) any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

5. DISCLOSURES OF EVENTS OR INFORMATION

(a) Events specified in Annexure A are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

- i) inform the stock exchanges in which the securities of the Company are listed;
- ii) upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

(b) The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 3 of the Policy.

(c) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

(d) The Company shall disclose all events or information with respect to its Material Subsidiaries.

(e) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

(f) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

6. AUTHORITY TO KEY MANAGERIAL PERSONNEL

Mr. Jagdish C Bhatia, Managing Director, Mr Balaram D Markad, Chief Operating Officer, Mr. Ashwin R Master, Chief Financial Officer and Mr Kamlesh M Shinde, Company Secretary of the Company shall jointly and severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy. However Mr A R Master, Chief Financial Officer of the Company and Shri. Kamlesh M Shinde, Company Secretary and Compliance Officer of the Company shall jointly and severally have the authority to disclose materiality of events and price sensitive information to Stock Exchange.

Contact details:

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7. **AMENDMENTS**

The Board may subject to the applicable laws 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. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

8. **SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Listing Agreement, Companies Act, 2013, Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

9. **DISSEMINATION OF POLICY**

This Policy shall be hosted on website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

- (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 per cent 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 and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. 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.;
 3. Revision in credit rating(s);
 4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - 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 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) 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 exchange(s).
 5. Agreements (viz. 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)/ treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;
 6. Fraud/defaults by Promoter or Key Managerial Personnel or by 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 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, 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 Company, in brief;
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Annexure B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division whose impact is not less than 5% of the turnover (as per the latest audited financial statements) for one full year of operation;
2. Change in the general character or nature 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 (entirety or piecemeal) whose impact is not less than 10% of the turnover of the Company as per the latest audited financial statements;
3. Capacity addition of not less than 25% of the Company's existing range of products in any manufacturing unit or new product launch expected to contribute, in the first year of launch, at least 3% of the turnover of the Company as per the latest audited financial statements;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business whose consideration is not less than 5% of the turnover of the Company as per the latest audited financial statements;
5. 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; - Borrowings for a minimum period of five years for an amount not less than Rs. 50 crores.
6. (a) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure. estimated impact of not less than 5% of the turnover as per the latest audited financial statements; (b) events such as strikes, lockouts etc.- In case of receipt of valid legal notice from the recognized trade union or complete closure of manufacturing units for at least seven working days;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company whose impact is not less than 5% of the turnover (as per the latest audited financial statements);
8. Litigation(s) / dispute(s) / regulatory action(s) with impact—outcome of single litigation/dispute determined by the court not below the high court level and regulatory actions having or likely to have an impact of not less than 5% of the turnover of the Company as per the latest audited financial statements;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company exceeding Rs. 50 lakhs (Only established fraud or defaults affecting the Company);
10. Options to purchase securities including any ESOP/ESPS Scheme. Not applicable to the Company as it does not have any such scheme at present;
11. Giving of guarantees or indemnity or becoming a surety for any third party --not less than 5% of the turnover as per the latest audited financial statements ;
12. Granting, withdrawal, surrender , cancellation or suspension of key licenses or regulatory approvals- whose impact is not less than 5% of the turnover of the Company as per the latest audited financial statements. However, the renewal of any license will not be considered material;
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities. All such events having impact of not less than 10% of the turnover of the Company as per the latest audited financial statements.
