



# **R R KABEL LIMITED**

## **POLICY FOR DETERMINATION OF MATERIALITY**

(Approved on May 3, 2023, reviewed and modified on August 14, 2023, and May 30, 2025)

## **Introduction**

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines for reporting any event or information to the authorized Key Managerial Personnel for determining the materiality of the said event or information, for the consistent, transparent, regular and timely public disclosure and dissemination of material events / information.

This Policy has been formulated in accordance with under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with Circular(s), Master Circular(s), Notification(s), Guidelines issued by Securities and Exchange Board of India from time to time, and Industry Standards Note issued by Industry Standards Forum, with respect to disclosure of material events / information.

The Board shall review, and if found required, may amend this Policy from time to time.

## **Definitions**

“**Act**” means the Companies Act, 2013 and rules framed there under as amended from time to time.

“**Board**” means the Board of Directors of the Company;

“**Company**” means “R R Kabel Limited”

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments made there under, as applicable from time to time.

“**Industry Standard Note**” shall mean the note issued, in consultation with SEBI, by the Industry Standard Forum (ISF) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges as amended from time to time, for effective implementation of the requirement to disclose material events or information under Regulation 30 of Listing Regulations.

“**Normal Trading Hour**” shall mean time period for which the recognized stock exchanges are open for trading for all investors.

“**Stock Exchange**” means a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956;

All words and expressions used but not defined in this Policy shall derive their meaning from the Listing Regulations, the Act, the SEBI Act, 1992 (“SEBI Act”), the Securities Contracts (Regulation) Act, 1956 (“SCRA”), the Industry Standard Note or any other Circular(s), Master Circular, Guideline(s), Notification(s) or Clarification(s) issued by SEBI, Stock Exchanges, or any other authority.

## **Objective of the Policy**

The policy has been framed with the objective of providing adequate and appropriate disclosures of the material information or events which are unpublished and price sensitive, having a bearing on

performance or operations of the Company or may result in a significant market reaction in the price of securities of the Company if the omission comes to light at a later date. This policy is based on the principles governing the disclosures and to facilitate uniform approach in complying with the obligations in respect of disclosures under Regulation 30 as stated in the Listing Regulations and the Circular(s), Master Circular, Guideline(s), Notification(s) or Clarification(s), as issued, by SEBI from time to time in this regard, read with Industry Standard Note issued by ISF.

The Company shall ensure timely and accurate disclosure on all material matters including the financial situation, performance, ownership, and governance of the Company to enable investors to take well informed investment decisions with regard to the securities of the Company.

### **Guidelines for determining Materiality of Events or Information**

Regulation 30 of Listing Regulations specifies that the Company shall make disclosures of any events or information which, in the opinion of the Board, is material. Further it specifies that events specified in Para A of Part A of Schedule III of Listing Regulations are deemed to be material events and the Company shall make disclosure of such events mandatorily. The Company shall make disclosures of events specified in Para B of Part A of Schedule III of Listing Regulations, based on application of the guidelines for materiality.

The guidelines and criteria for determining materiality of events/information as approved by the Board of Directors are as below:

➤ **Qualitative criteria:**

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of an event or information already available publicly; or
- (b) the omission of an event or information is likely to result in a significant market reaction if the said omission came to light at a later date;

➤ **Quantitative criteria**

- (c) the omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
  - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
  - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case of the arithmetic value of the net worth is negative;
  - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company
- (d) In case where the qualitative /quantitative criteria specified above 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.

As specified in Para C of Part A of Schedule III of the Listing Regulations, the Company shall promptly disclose 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 financial statements of the Company 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.

The Company, while disclosing the events as per the criteria mentioned above, shall also take into consideration applicable SEBI Circular(s) and Industry Standards Note(s) issued/ amended from time to time. Further, the Company shall ensure that the disclosures are appropriate and would be consistent with the facts of each event being disclosed by the Company.

### **Authorization of KMP for Materiality Determination and Stock Exchange Disclosures**

- a) The following KMPs are hereby severally authorized by the Board of Directors 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)**”):
  - i) Managing Director
  - ii) Chief Financial Officer
  - iii) Company Secretary & Compliance Officer
- b) Any event required to be reported under Regulation 30 of the Regulations shall be reported to the Managing Director or Chief Financial Officer or Company Secretary of the Company on an immediate basis with adequate supporting data or information to facilitate a prompt and appropriate disclosure. Any other event, even if not covered under the Regulations but is potentially of price sensitive nature, must also be informed, for further evaluation to the Managing Director or Chief Financial Officer or Company Secretary. Contact details of above mentioned KMP and authorized person has been displayed on the website of the Company and also disclosed to Stock Exchange.
- c) The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise his/her own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality, he/she may consult the Chairman or any other Director before disclosing the information to the Stock Exchange.

### **Timeframe for Disclosure to Stock Exchanges**

All material events or information shall be disclosed to the Stock Exchanges as soon as reasonably possible and in any case not later than the following:

- a) 30 (thirty) minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

In case the meeting of the Board closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Further, in case the board meeting is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered;

- b) 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c) 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is classified as UPSI and a structured digital database is maintained in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Company's Insider Trading Code of Conduct, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the company.

The timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin once an officer of the Company has become aware of the occurrence of an event / information, through credible and verifiable channels of communication. For the purpose of this paragraph 10, the term 'officer' shall have the same meaning ascribed to it under section 2(59) of the Companies Act, 2013.

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of Listing Regulations shall be made within such timelines. In case if there is any reasonable delay on account of (i) a force majeure event, (ii) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.), or (iii) information / event relating to subsidiary, director, key managerial personnel, senior management or promoter (where the Company is not directly involved), etc., then an explanation for the delay shall be provided along with the disclosure of the event / information.

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

### **Disclosures on Website**

All events or information disclosed to the Stock Exchanges under Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company.

The Company shall also disclose all events or information with respect to subsidiaries that are material to the Company.

### **Amendments**

The Board shall have power to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations, Industry Standards Note and such other provisions of the Act, Regulations and other applicable laws.

### **Scope and Limitation**

In the event of any conflict between the provisions of this Policy and the Listing Regulation, Companies Act, 2013, Industry Standards Note, any other applicable regulations or any other statutory enactments, rules, the provisions of such Listing Regulations, Companies Act, 2013, Industry Standards Note, Regulations 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.

### **Dissemination of Policy**

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