

POLICY FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- **Objective:**

The Policy is framed in accordance with the requirements of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

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.

- **Effective Date**

This Policy is effective from 7th January, 2016.

- **Definitions:**

In these regulations, unless the context otherwise requires:-

- (a) "Board of Directors" shall mean the board of Directors, of Raghav Ramming Mass Limited as constituted from time to time;
- (b) "Company" means Raghav Ramming Mass Limited;
- (c) "Key Managerial Personnel" shall mean Key managerial personnel as defined in section 2(51) of the Companies Act, 2013;
- (d) "Subsidiary" shall mean a subsidiary as defined in Section 2(87) of the Companies Act, 2013;
- (e) "Policy" shall mean this Policy on the criteria for determining Materiality of events or information and as amended from time to time.
- (f) "Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- (g) "Schedule" means a schedule annexed to these Regulations.

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

- **Policy**

Criteria for determination of Materiality

- (a) The events specified in PARA A of PART A of SCHEDULE III are deemed to be material events and (refer **ANNEXURE-1**) shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30).
- (b) The events specified in PARA B of PART A of SCHEDULE III (refer **ANNEXURE-2**) shall be disclosed upon application of the guidelines for materiality referred sub regulation(4) of regulation (30). Pursuant to which, the following criteria should be considered for determination of materiality of event/information:
 - a) The omission of an event or information, which 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) In case 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

- **Disclosure 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 disclosures referred to in the Regulation updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

- C) The Company shall disclose all events or information with respect to its material Subsidiaries.

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.

- D) The Company on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

In case where an event occurs or information is available with the Company, which has not been indicated in Annexure 1 or Annexure 2, 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.

- **Authorization to 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) as well as on the Company's website under the regulation**

The Board of the Company has severally authorized Mr. Rajesh Kabra, Managing Director and Mr. Sanjay Kabra, Whole-Time Director for the purpose of determining materiality of an event or information and making disclosures in that regard.

The contact details of aforesaid Key Managerial Persons are provided here under:

Sr. No.	Key Managerial Personnel	Designation	Contact Details
1.	Mr. Rajesh Kabra	Managing Director	Address: Office No. 36, 4th Floor, Alankar Plaza, A-10, Central Spine, Vidhyadhar Nagar Jaipur -302023, Rajasthan, India Tel: 0141-2235760 E-mail: info@rammingmass.com
2.	Mr. Sanjay Kabra	Chairman & Whole-Time Director	
3.	Deepak Jaju	CFO	

- **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.

- **Scope and Limitations**

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.

- **DISSEMINATION OF POLICY**

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

Annexure- 1

Disclosure of events and information as specified in Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements), 2015.

A) Events which shall be disclosed without any application of the Guidelines for materiality as specified in sub-regulation (4) of regulation (30):

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 listed entity or any other restructuring.
Explanation- For the purpose of this sub-para, the word '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 listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para 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 Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity 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 listed entity 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 listed entity), 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 listed entity 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 or creditors or any class of them or advertised in the media by the listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

Annexure- 2

Disclosure of events and information as specified in Para B of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements), 2015.

B) Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

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, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
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 (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.
6. 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.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOS/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.