Policy for Determining Materiality of Events

INDEX

SR. NO.	PARTICULARS	PAGE NO.
1.	Background	3
2. A.	Criteria for determining Materiality of events and information	3
2. B.	Materiality Thresholds	3
3.	Guidance on Timing of Occurrence of an Event or Information for Onward Disclosures	4
4.	Sector Regulator / Enforcement Authority	4
5.	Authority to determine Materiality	4
6.	Disclosure Process	5
7.	Modification of Policy	5
8.	Contact details of key managerial personnel who are authorized for the Purpose of determining materiality of an event or information	5
9.	Annexure	6
10.	Version history	7

POLICY FOR DETERMINING MATERIALITY OF EVENTS

1. Background:

Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") requires the Company to frame a policy for determination of materiality of an event/information specified in Para B of Part A of Schedule III of the SEBI Listing Regulations, based on the criteria specified in the said Regulation for disclosure to the Stock Exchanges and hosting it on the website of the Company.

2. Criteria for determining Materiality of events and information:

Materiality of an event/ information must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information.

The Company shall consider the following criteria for determination of materiality of event/ information specified in Annexure to this policy as and when they occur.

A. Where the omission of an event/ information, is likely to result in:

a) discontinuity or alteration of event/ information already available publicly; or

b) a significant market reaction if the said omission came to light at a later date.

B. Materiality Thresholds:

In case where materiality of the events/information cannot be ascertained based on criteria as stated in points 2(A)(a) and 2(A)(b) above, the same may be considered as material for disclosure, upon meeting materiality thresholds as prescribed by SEBI from time to time.

Any event specified in the Annexure to this policy would be considered as material, if the omission of such event or information, whose value or the expected impact in terms of value, exceeds the thresholds as prescribed by SEBI from time to time.

Events/information with respect to any subsidiary of the Company if any, would be considered material for the Company if the value or expected impact of the event/ information on the Company in terms of value exceeds the limits prescribed by SEBI from time to time.

C. In case where criteria specified under above-mentioned clauses 2(A) and 2(B) are not applicable, an event or information may be treated as material, if in the opinion of the Board of Directors of the Company, the event / information is considered material and ought to be disclosed.

3. Guidance on Timing of Occurrence of an Event or Information for Onward Disclosures:

As prescribed under Regulation 30(6) of the SEBI Listing Regulations, all events or information which are material as determined under this Policy shall be disclosed to the stock exchange(s), as soon as reasonably possible and in any case not later than the timelines prescribed under the SEBI Regulations, as amended from time to time.

In this regard, the Company shall evaluate the event / information to when it can be said to have occurred, depending upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the Company becomes aware of the event/information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, the Managing Director, Chief Financial Officer or Officer as defined under Section 2(59) of the Companies Act, 2013, becomes aware of the event or comes into possession of the information, through credible and verifiable channels of communication, in the course of the performance of his/her duties.

If as and when, the Company is mandatorily required as per SEBI Listing Regulations to confirm, deny or clarify upon material price movements as may be specified by the stock exchanges, on any reported event or information in the mainstream media which is not general in nature and which indicates that rumor of an impending specific event or information is circulating amongst the investing public, it shall do so as soon as reasonably possible, with prescribed particulars.

4. Sector Regulator / Enforcement Authority

The Company shall refer to the list specified by the SEBI from time to time for identifying the applicable Sector Regulator / Enforcement Authority.

5. Authority to determine Materiality:

Materiality must be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information in the **Annexure** to the Policy.

For the events/information in the **Annexure** to the Policy, the Managing Director and the Chief Financial Officer of the Company (‘**Authorised Persons’**) are severally authorised for identifying and determining the materiality.

The employees who become aware of event/information as stated in the **Annexure** which exceed the materiality threshold as mentioned in clause III are required to report such event/information promptly to the Managing Director or the Chief Financial Officer of the Company.

6. Disclosure Process:

Once the applicable event or information is identified to be disclosed to the Stock Exchanges under this Policy, the Managing Director, Chief Financial Officer, Company Secretary are severally authorised to make the disclosure of material event/information to the Stock Exchanges.

Any event/information required to be disclosed under this policy shall be disclosed in the format prescribed by SEBI through its Circulars issued from time to time.

Subsequent to the disclosure to the Stock exchanges, material event/information should be hosted on the website of the Company.

7. Modification of Policy:

The Authorised Persons may review the Policy from time to time. The material changes, if any, to the Policy will need the approval of the Board of Directors.

In case of any amendments to the SEBI Listing Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the SEBI Listing Regulations shall prevail. Any amendments to the SEBI Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

8. Contact details of Key Managerial Personnel who are authorized for the Purpose of determining materiality of an event or information:

Name	Designation	Address	Email ID	Telephone
Mr. Ashok Nair	Managing Director	RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.	investorservices@rpgls.com	022-69757100
Mr. Amol Lone	Chief Financial Officer	RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.	investorservices@rpgls.com	022-69757100

Annexure

Events which shall be disclosed upon application of materiality thresholds as set out above:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Any of the following events pertaining to the Company:
   (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
   (b) adoption of new line(s) of business; or
   (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company (This disclosure will also be required in respect of any litigation(s) or dispute(s) in which Subsidiary is a party and the outcome of which can reasonably be expected to have an impact on the Company).

9. Frauds or defaults by employees of the listed entity which has or may have an impact on the Company.

10. Options to purchase securities including any ESOP/ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

Document History

Approved/ Amended by:	**Board of Directors**
Adopted on:	February 2, 2016
1st Amendment on:	July 28, 2023
2nd Amendment on:	July 25, 2025