

RKCPL LIMITED
POLICY ON DETERMINATION OF MATERIALITY OF
EVENTS AND INFORMATION

PREAMBLE:

RKCPL Limited (RKCPL) is committed to managing the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders.

PURPOSE:

As per the requirements of Regulation 30 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed entity shall frame a policy for determination of materiality of events and information that shall be disclosed.

Accordingly, the Company in compliance with the above stated Regulation hereby establishes and adopts a Policy on Determining the Materiality of Events and Information.

SCOPE OF THE POLICY:

This Policy shall determine events or information which shall be material in nature and which shall be disclosed to the public at large through intimation to the Stock Exchange(s).

DEFINITIONS:

In this Policy, unless the context requires otherwise:

- a) "Board of Directors" shall mean the Board of Directors of RKCPL
- b) "Chief Financial Officer" or "whole time director" or "head of finance," by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filings under the Listing regulations;
- c) "Company" shall mean RKCPL.
- d) "Industry Standards" means Industry Standards on Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as notified by SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025.
- e) "Key Managerial Personnel" means Managing Director, Chief Financial Officer, Company Secretary or any other person so appointed by the Board of Directors and designated as Key Managerial Personnel ("KMP") of RKCPL.
- f) "Officer" includes any Key Managerial Personnel or Senior Management Personnel (as defined under Listing Regulations) of the Company.
- g) "Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- h) "Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013 read with Listing Regulations;
- i) "Stock Exchanges" mean BSE Ltd and the National Stock Exchange of India Ltd
- j) SEBI Listing Regulations means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- k) "Mainstream Media" have the same meaning as provided in Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/52 dated May 21, 2024 titled "Industry Standards on verification of market rumours" and the Industry Standards issued by the Industry Standard Forum comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, on a pilot basis, and which has been framed in consultation with SEBI, for effective implementation of the requirements to verify market rumors under Regulation 30(11) of the Listing Regulations.
- l) "Normal Trading Hours" shall mean time-period for which recognized stock exchanges are open for trading for all investors.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Listing Regulations, each as amended, and/or the rules and regulations made thereunder or circulars issued in reference to them shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

- a) To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly traded company as laid down by the Listing Regulations, Industry Standards, various Securities Laws and any other legislations (In India and Overseas).
- b) To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information.
- c) To ensure that to the best of the knowledge of the Management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
- d) To protect the confidentiality of Material / Price sensitive information within the context of the Company's disclosure obligations.
- e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- g) To assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized person under this Policy.

TYPE OF INFORMATION

The information covered by this Policy shall include information related to the Company's business, operations, or performance which has a significant effect on securities investment decision (hereinafter referred to as material information) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality as provided in the SEBI Listing Regulations read with the Industry Standards.

Events or information that is to be disclosed based on materiality principle are specified in Regulation 30 read with Para B of Part A of Schedule III to the Listing Regulations.

Events or information that is to be disclosed without any application of the guidelines for materiality are specified in Regulation 30 read with Para A of Part A of Schedule III to the Listing Regulations.

Events or information that is to be disclosed in terms of Regulation 51 read with Part B of Schedule III to the Listing Regulations.

CRITERIA FOR DETERMINING MATERIALITY:

The event or information shall be considered to be material, if:

- 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 of Directors of RKCPL, the event / information is considered material.
- d) The omission of an event or information whose value or the expected impact in terms of value exceeds the lower of the following:
 - I. 2% of turnover as per the last audited consolidated financial statements of the Company;
 - II. 2% of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - III. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

While computing the expected impact in terms of value of an event, the Company shall refer to the Industry Standards.

The Board of Directors have severally authorised the Managing Director, the Whole-time Director and the Company Secretary of the Company for determining materiality of an event or information and for making disclosures to Stock Exchange(s).

PERSON(S) RESPONSIBLE FOR DISCLOSURE

The Board of Directors has authorized the Company Secretary and Chief Legal Officer as the Authorized Person in consultation with the Chief Executive Officer & Managing Director and the Executive Director & Chief Financial Officer to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorized Person is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he/she may deem fit.

The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:

To review and assess an event or information that may qualify as material and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.

To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.

To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.

To disclose all events or information with respect to the subsidiaries which are material for the Company.

DISCLOSURE OF MATERIAL EVENTS / INFORMATION:

A. The following are the events / information upon occurrence of which the Company shall make disclosure to Stock Exchange(s) promptly:

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.
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 held to consider the following:
 - 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;
 - any cancellation of dividend with reasons thereof;

- the decision on buyback of securities;
- the decision with respect to fund raising proposed to be undertaken
- increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- 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;
- short particulars of any other alterations of capital, including calls;
- financial results;
- 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 company, which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud or defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter.

7. Change in Director, Key Managerial Personnel, 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;

B. The following events / information upon occurrence of which the Company shall make disclosure to the Stock Exchange(s) upon application of guideline for materiality:

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 either entirety or in piecemeal.
3. Capacity addition or product launch.
4. 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.
5. Disruption of operations of any one or more units or division of RKCPL due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
6. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
7. Litigation(s) / dispute(s) / regulatory action(s) with impact.
8. Fraud / defaults etc. by Directors other than key managerial personnel or employees of RKCPL.
9. Options to purchase securities including any ESOP / ESPS Scheme.
10. Giving of guarantees or indemnity or becoming a surety for any third party.
11. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
12. Disclosures on materially significant related party transactions entered by company.
13. Awarding, bagging/ receiving, amendment or termination of awarded / bagged orders /contracts not in the normal course of business.
14. Events / information which considered by Board of Directors material in nature.

GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION:

In order to properly assess, analyse and decide on the materiality of the event / information, a proper procedural guideline shall be followed by the Company. The Chief Financial Officer, Head of the Departments / Head of Business Units and Products and Branch Manager / Heads who are responsible for relevant areas of the Company's operations must report to Managing Director and / or Whole-time Director of the Company about any event / information which may possibly be material or of which the they are unsure as to its materiality. The event / information should be reported immediately after becoming aware of it.

On receipt of communication of potential material event/ information, the Company Secretary will:

- i. Review the event / information and take whatever steps necessary to verify its accuracy;

ii. Assess whether the event / information is required to be disclosed to the Stock Exchanges

under the Listing Regulations;

iii. Report the matter to Managing Director / Whole-time Director of the Company that event/ information is material and requires disclosure under Regulation 30 of the Listing Regulations.

If the potential event / information is considered material, the same shall be arranged to be intimated to the Stock Exchange(s).

TIME LIMIT FOR DISCLOSURE FOR EVENT / INFORMATION:

The Company may be confronted with the question as to when an event/information can be said to have occurred. In certain instances, the answer to above question would depend 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 became aware of the event/information.

In the former, the events/information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of Board of Directors.

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations read with the Industry Standards, as soon as reasonably possible and in any case not later than the following:

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

Provided that in case the Board of Directors meeting close after normal trading hours of that day but more than 3 hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose decision pertaining to the event or information, within 3 hours from closure of the meeting:

The intimation / disclosure to Stock Exchange about the material event / information shall be made not later than 24 hours from the occurrence of the event of information. For intimation related to outcome of Board Meeting as specified in Clause A (4), the disclosure shall be made within 30 minutes of the closure of the meeting.

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.

In case of events / information that have occurred upon receipt of approval from any Board of Directors or shareholders or any concerned statutory authority, disclosure shall be made on receipt of approval of the event which is received earlier.

In case of events / information where no such discussion, negotiation or approval is required, then the events / information can be said to have occurred when the Board of Directors becomes aware of the events/information, or as soon as, an employee of the Company has come into possession of the information in the course of the performance of his duties.

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 subpara 8 of Para B of Part A of Schedule III of the Listing Regulations is maintained in a structured digital database in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the disclosure with respect to such claims shall be made to the Indian stock exchanges within 72 hours of receipt of notice by the Company.

The Company shall put in place appropriate systems for prompt internal reporting of events to comply with the requirements of Regulation 30 of the SEBI Listing Regulations.

The disclosure with respect to events for which timelines have been specified in Schedule III of the Listing Regulations, shall be made within such timelines. In case the disclosure is made after the timelines specified under the Listing Regulation, then, along with such disclosure, Company shall provide the explanation for the delay. The timelines stipulated under Regulation 30 of the SEBI Listing Regulations for making disclosures to the stock exchanges, other than outcome emanating from Board meeting, would begin once an officer of the listed entity has become aware of the occurrence of an event / information, through credible and verifiable channels of communication.

The listed entity shall, with respect to disclosures referred to in the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The listed entities, while disclosing material information which is disclosable under Regulation 30(13) of the SEBI Listing Regulations with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication in format specified under the Industry Standards shall be sufficient compliance.

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.

GUIDANCE ON VERIFICATION OF MARKET RUMORS SUBJECT TO MATERIAL PRICE MOVEMENT

In terms of Regulation 30(11) of the Listing Regulations, the Company shall confirm, deny or clarify, upon the material price movement (as provided in the framework issued by the stock exchanges, as may be amended from time to time), any reported event or information in the mainstream media which is not vague or general in nature and which indicates that rumor of an impending specific event or information is circulating amongst

the investing public, as soon as reasonably possible but in any case not later than 24 hours from the trigger of material price movement. If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

Further, the promoter, director, key managerial personnel or senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under regulation 30(11) of the listing regulation and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.

OBLIGATIONS OF INTERNAL STAKEHOLDERS AND AUTHORIZED PERSON FOR DISCLOSURE

- a) Any event or information, including the information forming part of Part A, Para A and Para B as well as Part B of Schedule III to the Policy shall be forthwith informed to the Authorized Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b) The Authorized Person will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c) On completion of the assessment, the Authorized Person shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

POLICY REVIEW

The Authorized Person may review the Policy from time to time. Material Changes to the Policy (i.e., changes made to the Policy for reasons other than those required by the amendment of law) will need the approval of the Board of Directors.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, Circulars issued by SEBI & Industry Standards on verification of market rumors, the provisions of the Listing Regulations, SEBI Circulars and Industry Standards on verification of market rumors shall prevail.

Any amendments to the Listing Regulations and Industry Standards on verification of market rumors shall mutatis mutandis be deemed to have been incorporated in this Policy.

EFFECTIVE DATE

The Policy, as approved by the Board of Directors, shall be effective from 28th July 2025.

DISCLOSURE OF THE POLICY:

This policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

AMENDMENTS:

The Board may amend any provision(s) or substitute any provision(s) with new provision(s) or replace the policy entirely with new policy, based on approval by the Board at their meeting.

CONTACT DETAILS

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary and Chief Legal Officer who is in charge of administering, enforcing and updating this policy.

Private & Confidential