



**RAMSONS PROJECTS**  
**LIMITED**

*POLICY ON DETERMINATION AND  
DISCLOSURE OF MATERIALITY OF  
EVENTS AND INFORMATION AND  
WEB ARCHIVAL POLICY*

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## 1. Introduction

1.1. Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') mandates every listed entity to frame a policy for determining the materiality of events and information that requires appropriate and prompt disclosure to the Stock Exchange(s).

Further, Regulation 30(8) of the Regulations required that all such events or information which has been disclosed to stock exchange(s) under regulation 30 are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per the Archival Policy of the Entity.

1.2. Accordingly, Ramsons Projects Limited ('RPL' or the 'Company') herein sets out a Policy for determination of Materiality of Events and/or Information and Disclosure thereof and Web Archival Policy (Hereinafter referred to as the 'Policy').

## 2. Scope of the Policy

This Policy is applicable on the Ramsons Projects Limited.

## 3. Policy Highlights

3.1. Materiality of an event/ Information has to be determined differently on the basis of specific facts and circumstances that may vary from case to case. In order to determine materiality of an event/ Information in a particular case, the Company shall consider the criteria(s) as mentioned below:

3.1.1. If the omission in disclosure of an event or information to the public is likely to result in discontinuity or alteration of an event or information which is already available publicly;

3.1.2. If the omission of an event or information is likely to result in significant market reaction if the same is disclosed or came to light at a later date;

3.1.3. In case where the criteria specified in 3.1.1 and 3.1.2 are not applicable, an event/information may be treated as being considered material if it's in the opinion of the Board of Directors of Company.

An illustrative list of Events / Information which shall be disclosed to the stock exchanges on application/ consideration of guidelines of materiality given above are attached herewith as **Annexure I**.

Those events / information which shall be disclosed to Stock Exchange(s) without application of materiality guidelines are listed in this Policy, attached as **Annexure II**.

#### 4. Guidance of determining timeline of Disclosures on Occurrence of Event/ Availability of Information

- 4.1. The timing of occurrence of an event and/ or availability of Information will be decided depending upon the situation and may vary from case to case;
- 4.2. In case of Force Majeure events, the events/ information can be said to have occurred when the Company has become aware of the events/ information;
- 4.3. The decisions/ matters which may be subjected to discussions, negotiations, finalization and approval, those events/ information can be said to have occurred upon the receipt of approval by the Board of Directors or after the receipt of the approval of Board of Directors and Shareholders, as the case may be.

#### 5. Implementation / Authorized Person(s) for determining and disclosure of Material Information to Stock Exchange

For giving effect to the Policy and compliance of the aforementioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has authorized the following Officials and Managing Persons of the Company to determine jointly the materiality of an event/ information and disclose the same to the Stock Exchange(s):

1. Managing Director of the Company;
2. Chief Financial Officer of the Company;
3. Company Secretary cum Compliance Officer of the Company; and
4. Any other Person as may be authorized by Board of Directors.

The details of aforesaid officials are provided under Annexure III to this policy.

#### 6. Disclosure

- 6.1. Those events relating to the outcome of the Board Meeting of the Company which are enumerated in attached **Para 4 to Annexure II** of the Policy shall be disclosed to the Stock Exchange(s) within 30 minutes of the conclusion of the Meeting in which such events/ information is considered and discussed. The intimation of the outcome of event/ information shall also include the commencement and conclusion time of the Board Meeting.
- 6.2. All the other events/ information as mentioned in **Annexure I** and **Annexure II except Para 4** shall be disclosed as soon as reasonably possible but not later than the timings specified therein from the occurrence of event or availability of information. In case of delay in intimation to Stock Exchange, Company shall explain the reason for delay to Stock Exchange.

- 6.3. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
- a. two percent of turnover, as per the last audited consolidated financial statements of the Company.
  - b. two percent 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.
  - c. five percent of the average absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material, if in the opinion of the board of directors, the event or information is considered material.

- 6.4. The disclosure of event/ information which are price sensitive in nature and are subject to the approval of Shareholders shall be disclosed to Stock Exchange(s) on the receipt of approval from the Board of Directors pending Shareholders' Approval.
- 6.5. The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:
- Thirty 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.
  - Twelve hours from the occurrence of the event or information in case the event or information is emanating from within RPL.
  - Twenty-four hours from the occurrence of the event or information in case the event or information is not emanating from within RPL.
- 6.6. The Company and the Authorized Person(s) shall ensure that the material events/ information is updated to Stock Exchange(s) on regular basis with respect to the updated disclosure till such time the event/ information is approved or finalized or closed with relevant explanation.
- 6.7. The Company shall also disclose all such events or information which is material with respect to the material subsidiary of the Company, if any.
- 6.8. In case an event or information is required to be disclosed by RPL in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

## **7. Website Disclosure and Archival Policy**

- 7.1. The Company shall disclose all the events/ information, which has been disclosed to the Stock Exchange(s) on the website of the Company and such disclosures

shall be hosted on the website of the Company for a minimum period of Five Years or such time period as may be said by regulations;

- 7.2. Thereafter, the information shall be archived and preserved for a further period of two years.

## **8. Policy Review**

The Managing Director of the Company is authorized to periodically review the policy and recommend and make such changes as considered necessary.

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## **ANNEXURE I**

**Events/ Information which shall be disclosed upon application of the guidelines for materiality as detailed in Policy:**

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 Company 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 Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
10. Options to purchase securities including any ESOP/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.
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.

14. Occurrence of any other event/information which in the opinion of the Authorized Person(s) may have material effect on the Company.

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## Annexure II

**Events which shall be disclosed without any application of the guidelines for materiality as detailed in Policy:**

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- For the purpose of this Para 1, 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 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 made under sub-clause (a) of clause (ii) of the Explanation to this 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 or alteration of calls, redemption of securities etc.
  3. New rating(s) or revision in 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:
    - i. 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;
    - ii. any cancellation of dividend with reasons thereof;
    - iii. the decision on buyback of securities;
    - iv. the decision with respect to fund raising proposed to be undertaken;
    - v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

- vi. 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;
  - vii. short particulars of any other alterations of capital, including calls;
  - viii. financial results (whether Quarterly, Half-Yearly or Yearly);
  - ix. 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. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not RPL is a party to such agreements.  
Provided that such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.
  7. Fraud/defaults by promoter, Director, key managerial personnel, Senior management, subsidiary or by the Company or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.
  8. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor, Senior management and Compliance Officer.

9. Resignation of the auditor of the company along with the detailed reasons for resignation as given by the said auditor shall be disclosed to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from such auditor.
10. Resignation of Independent Director shall be intimated by the Company within seven days from the date of resignation to the stock exchange(s) along with following reasons:
  - 10.1. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchange(s).
  - 10.2. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
  - 10.3. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchange(s) along with the detailed reasons as specified in sub-para (9.1) above.
11. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director, the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
12. Appointment or discontinuation of share transfer agent.
13. Corporate debt restructuring.
14. One time settlement with a bank.
15. Reference to BIFR and winding-up petition filed by any party / creditors.
16. 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 Company.
17. Proceedings of Annual and extraordinary general meetings of the Company.
18. Amendments to memorandum and articles of association of RPL, in brief.
19. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors atleast two days in advance.

20. The Company or Corporate Debtor shall disclose the following events in relation to the corporate insolvency Resolution Process (CIRP) under the Insolvency Code:
- 20.1. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - 20.2. Filing of application by financial creditors for initiation of CIRP against the Company or Corporate Debtor, also specifying the amount of default;
  - 20.3. Admission of applicant by Tribunal, along with the amount of default or rejection or withdrawal, as applicable;
  - 20.4. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - 20.5. List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - 20.6. Appointment/ Replacement of the Resolution Professional;
  - 20.7. Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  - 20.8. Prior or post-facto intimation of the meetings of Committee of Creditors;
  - 20.9. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - 20.10. Number of resolution plans received by Resolution Professional;
  - 20.11. Filing of resolution plan with the Tribunal;
  - 20.12. Approval of resolution plan by the Tribunal or rejection, if applicable;
  - 20.13. Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
  - 20.14. Any other material information, not involving commercial secrets.

### **Annexure III**

#### **Details of Key Managerial Personnel under Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has authorized certain officials for determining materiality of an event or information and for making disclosures to stock exchange under this Regulation.

As required under Regulation 30(5) of the said Regulations, the contact details of such persons authorized for the purpose are as under:

<b>Sl. No.</b>	<b>Name of Authorised Person</b>	<b>Designation</b>	<b>Contact Details</b>
1	Mr. Sunil Sachdeva	Managing Director & Chairperson	<b>Address:</b> Unit 501, 5th Floor, SAS Tower, Tower B, Sector-38, Gurugram – 122001, Haryana
2	Mr. Harish Chhabra	Chief Financial Officer	<b>Contact No.</b> 0124-4679000
3	Mr. Ayush Yadav	Company Secretary & Compliance Officer	<b>Email:</b> <a href="mailto:correlations@ramsonsprojects.com">correlations@ramsonsprojects.com</a> <a href="mailto:Ayush.yadav@sasgroup.in">Ayush.yadav@sasgroup.in</a>

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