

RITES LIMITED

CORPORATE POLICY ON MATERIALITY FOR DISCLOSURE OF EVENTS TO THE STOCK EXCHANGES

1. Preamble

- 1.1. This policy has been framed pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) for determination of materiality of events or information for disclosure (the “**Policy**”).
- 1.2. This Policy shall be known as Corporate Policy on Materiality for Disclosure of events to the stock exchanges where the equity shares of RITES Limited (hereinafter referred to as the “**Company**” or “**RITES**”) are proposed to get listed (“**Stock Exchanges**”).

2. Objective

- 2.1. This Policy shall be applicable to all material events which will have to be reported to Stock Exchanges.
- 2.2. The objective of this Policy is to lay down the criteria for determination of materiality of events and information that need to be disclosed to the Stock Exchanges.
- 2.3. The Policy shall come into effect from the date of listing of the equity shares of RITES with on the Stock Exchanges.

3. Definitions

- 3.1. “**Act**” shall mean the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- 3.2. “**Board of Directors**” or “**Board**” means the board of directors of the Company, as constituted from time to time.
- 3.3. “**CMD**” means the Chairman and Managing Director of the Company.
- 3.4. “**Compliance Officer**” means the [Company Secretary] of the Company authorized by the Board for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange.
- 3.5. “**Director**” refers to the director on the Board of the Company.

- 3.6. **“Key Managerial Personnel”** means a key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- 3.7. **“Listing Agreement”** shall mean an agreement that is to be entered into between recognized stock exchanges, on which the equity shares of the Company are listed and the Company pursuant to the SEBI Listing Regulations.
- 3.8. **“Material Event”** or **“Material Information”** shall mean such event or information as set out in this Policy or as may be determined in terms of the SEBI Listing Regulations. In this Policy, the words, “material” and “materiality” shall be construed accordingly.
- 3.9. **“SEBI”** means the Securities and Exchange Board of India.
- 3.10. **“Stock Exchanges”** means the National Stock Exchange of India Limited and BSE Limited.
- 3.11. **“mainstream media”** shall include print or electronic mode of the following:
- i. Newspapers registered with the Registrar of Newspapers for India;
 - ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
 - iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
 - iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;”

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

4. **Classification of material events / information**

4.1. **Deemed Material Event / Information**

4.1.1. The following events are deemed to be material events and shall be necessarily disclosed to the Stock Exchanges without applying any test of materiality.

- (a) “Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any

unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of RITES, sale of stake in associate company of RITES or any other restructuring.

Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-

(i) acquiring control, whether directly or indirectly; or

(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that -

(a) RITES 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-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or

(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (2) - For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-

(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of RITES; or

(ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3)- For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013."

- (b) 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.;
- (c) New Rating(s) or Revision in credit rating(s);
- (d) Outcome of meetings of the Board of Directors: RITES shall disclose to the Stock Exchanges, within thirty 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) Decision on voluntary delisting by RITES from Stock Exchanges; and
 - (ix) Financial results.
- (e) Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of RITES), agreement(s) / treaty(ies) / contract(s) with media companies which are binding on the Company and not in its normal course of business, revision(s) or amendment(s) and termination(s) thereof;

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 RITES 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 the listed entity is a party to such agreements:

Provided that such agreements entered into by a 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.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that company shall or shall not act in a particular manner.”

Fraud or defaults by RITES, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the company, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

(i) ‘Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(ii) ‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.”

- (f) Change in Directors, Key Managerial Personnel(Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, auditor and Compliance Officer; The timelines for such disclosure should be governed by Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 and amendments thereof.
- (g) Appointment or discontinuation of share transfer agent;
- (h) Corporate debt restructuring;
- (i) One time settlement with a bank;
- (j) winding-up petition filed by any party / creditors;
- (k) 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 RITES;
- (l) Proceedings of annual and extraordinary general meetings of RITES;

- (m) Amendments to memorandum and articles of association of RITES, in brief;
- (n) Schedule of analyst or institutional investor meet “at least two working days in advance (excluding the date of the intimation and the date of the meet)” and presentations on financial results made by RITES to analysts or institutional investors;

Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.

- (i) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

Note: the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;

- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls;
- (o) Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the company, in relation to any event or information which is material for the company in terms of regulation 30 of these regulations and is not already made available in the public domain by the company.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

- (p) Such events as maybe specified in SEBI circular number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 or as any other circulars, notifications, rules or regulations specified by SEBI.

4.1.2. **Events which shall be disclosed upon application of the guidelines for materiality**

The following event(s) / information shall be disclosed to the Stock Exchanges upon application of the guidelines for materiality of RITES:

- (a) Commencement or any postponement in the date of commencement of

commercial production or commercial operations of any unit / division;

(b) Any of the following events pertaining to the listed entity:

(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).”

(c) Capacity addition or product launch;

(d) Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business;

(e) 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;

(f) Disruption of operations of any one or more units or division of RITES due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes lockouts etc.;

(g) Effect(s) arising out of change in the regulatory framework applicable to RITES;

(h) Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.”;

(i) Fraud / defaults by Directors (other than Key Managerial Personnel) or employees of RITES, which has or may have impact on RITES, proved after due process of law Conduct Discipline & Appeal Rules 1994 have been followed and the Competent Authority has issued necessary orders. Defaults by Directors, provided it has been proved that the same have occurred due to negligence of the concerned Director;

(j) Implementation of any employees stock option scheme after RITES has received the approval of the Government in this regard and the Board has approved the methodology;

(k) Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party;

(l) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

- (m) Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.”
 - (n) 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 RITES and which may be necessary to enable the holders of securities of RITES to appraise its position and to avoid the establishment of a false market in such securities; and
 - (o) Such events as maybe specified in SEBI circular number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 or as any other circulars, notifications, rules or regulations specified by SEBI.
- 4.2. (a) The Company may be confronted with the question as to when an event / information can be said to have occurred.
- (b) 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 listed entity became aware of the event / information.

In the former, the events / information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events / information after receipt of approval of both i.e. Board of Directors and shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholder's approval.

In the latter, the events / information can be said to have occurred when a listed entity becomes aware of the events / information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

The term “officer” shall have the same meaning as defined under the Act and shall also include the promoter of the listed entity.

4.3. **Determination of Materiality**

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/ event. In order to determine

whether a particular event or information is material in nature, the following 'quantitative' or 'qualitative' criteria(s) shall be applied.

4.3.1. **Quantitative criteria**

Materiality shall become applicable to an event or information where the value involved or the impact exceeds lower of the following :

- (i) two percent of turnover, as per the last audited consolidated financial statements of the Company;
- (ii) 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;
- (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;”

4.3.2. **Qualitative criteria**

Materiality shall become applicable to an event or information:

- (a) if the omission of which is likely to result in a discontinuity or alteration of event or information already available publicly; or
- (b) if the omission is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) if the omission, 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 RITES;
 - (ii) two percent of net worth, as per the last audited consolidated financial statements of RITES, except in case 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 RITES;]
- (d) if in the opinion of the Board of Directors of RITES, the event or information is considered material; or
- (e) any other event / information which is treated as unpublished price sensitive information.

4.3.3. **Materiality of information to be disclosed in Public Issue offer documents**

- (a) For the purposes of determining the litigation(s) to be disclosed in the public

issue offer document, materiality threshold will be as defined above in clause 4.3.1 of this policy

- (b) All criminal proceedings, tax matters (consolidated numbers for direct and indirect tax) and actions taken by statutory and regulatory authorities would be disclosed in the Offer Document irrespective of the amount involved.
- (c) Any other litigations which can have a material adverse effect on the financial position of the Company would also be disclosed.

4.3.4. In circumstances where 'quantitative' test may not be applicable, 'qualitative' test may be applied to determine materiality.

4.3.5. The authority for determining the materiality of an event or information for the purpose of this clause shall be the Compliance Officer in consultation with the Concerned Director and CMD.

5. **Disclosure Obligations**

5.1. All the Senior Management, Key Managerial Personnel of RITES shall be under an obligation to disclose material event and / or price sensitive information relating to items covered under para 4 above, to the Compliance officer.

5.2. The materiality of events outlined in this Policy is indicative in nature. The authorized officers of the Company shall exercise their own judgement while assessing and determining the materiality of events associated with the Company.

5.3. Upon receipt of information mentioned at para no. 4, Compliance Officer shall consult Director (Finance) and CMD before making disclosure of the material events and / or price sensitive information to the Stock Exchanges.

(a) The Compliance Officer shall disclose to the stock exchange on which the securities of the Companies are listed, and simultaneously upload on the website of the Company, all material events and / or information as soon as reasonably possible and in any case not later than the following:

(i) 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;

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the company;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the company;

5.4. In case the disclosure is made beyond the timelines mentioned above, the explanation for delay shall also be provided along with the disclosure.

- 5.5. Provided further that disclosure with respect to events specified in sub-clause (d) of Clause 4.1.1 shall be made within 30 minutes of the conclusion of the board meeting.
- 5.6. Where any disclosure has been made under this Policy, further updates on regular basis, if any, with relevant explanations shall be made subject to same being approved by the Director (Finance) and CMD, RITES Limited.
- 5.7. All the disclosures made under this Policy shall be uploaded on website of RITES under the 'Investor' section. The same shall be available in the archives for a period of five years from the date of disclosure. Thereafter, the hosting of the same shall be decided as per the policy on preservation and archiving of documents in RITES.
- 5.8. Events or information with respect to subsidiaries, if any, which are material for RITES and as approved by the Director (Finance) and CMD, shall also be uploaded on RITES's website.
- 5.9. RITES shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.
- 5.10. RITES may on its initiative also confirm or deny any reported events or information to Stock exchange(s).
- 5.11. In case where an event occurs or an information is available with RITES, which has not been indicated in Para A or B of Part A of Schedule III of the SEBI Listing Regulations, but in the opinion of Compliance Officer has a material effect on RITES, it shall make adequate disclosures to the Stock Exchanges.

6. Policy Review

- 6.1. This Policy shall be subject to review of the Board of Directors and CMD or Director (Finance) are severally authorized to amend it suitably as may be deemed necessary in accordance with any regulatory requirements / amendments including owing to any changes / amendment in the Act and SEBI Listing Regulations, from time to time.