RATHOD JEWELLERY MANUFACTURING LIMITED
(formerly known as Rathod Jewellery Manufacturing Private Limited)

Policy on determination and reporting of materiality of Events/ information (Materiality Policy)

Under Regulation 30 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

CIN: U36910PN2012PLC142922
Registered Office: Plot No. F-12/1, MIDC Shiroli, Kolhapur, Hatkanangle, Maharashtra, India – 416122.

POLICY ON DETERMINATION AND REPORTING OF MATERIALITY OF EVENTS/ INFORMATION

PREAMBLE

Regulation 30 (4) (ii) and Regulation 51 of the SEBI Listing Regulations mandates every listed entity shall frame a policy for determination of materiality of events/ information based on the criteria specified under clause (ii) of sub regulation (4) of Regulation 30 of SEBI Listing Regulations, duly approved by its Board of Directors. This policy is required to be disclosed on the website of the Company.

Rathod Jewellery Manufacturing Limited is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination and Reporting of Materiality of Events or Information is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the stock exchange(s).

1. OBJECTIVE

As per Regulation 30 of SEBI Listing Regulations, a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, on the basis of the criteria specified in clause (ii) of sub-regulation (4) of Regulation 30. The objective of this Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in accordance with provisions of the Regulations and to provide an overall governance framework for such determination of materiality.

2. DEFINITIONS

"Act" means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.

"Audit Committee" means the Audit Committee constituted by the Board under Regulation 18 of the Listing Regulations.

"Board of Directors" or **"the Board"** means the Board of Directors of Rathod Jewellery Manufacturing Limited as constituted from time to time.

"Company" means Rathod Jewellery Manufacturing Limited (formerly known as Rathod Jewellery Manufacturing Private Limited)

"Key Managerial Personnel" means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.

"Policy" means Policy for Determination and Reporting of Materiality of Events/Information.

"Subsidiary" means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

"Promoter" and "Promoter Group" shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

"SEBI Listing Regulations" means the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof.

"Material" or "Materiality" includes those events and information which may materially affect the performance of the Company or the share price of the Company.

"Material Subsidiary" shall mean a subsidiary as identified under Regulation 24(1) of SEBI (LODR) Regulations, 2015.

"Material Events" means events specified in Schedule III to SEBI (LODR) Regulations 2015, upon the occurrence of which a listed entity shall make disclosures to the stock exchange(s) and post such disclosures on the website of the listed entity.

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

3. CRITERIA TO DETERMINE MATERIALITY OF EVENTS AND INFORMATION

I. Events or information which are deemed to be material events.

The Company shall, disclose all such deemed events pertaining to itself and/or its Material Subsidiary(ies), which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as may be applicable/amended from time to time). Notwithstanding anything contained in this Policy, the Company shall at all times be required to disclose all such events as are specified under sub-regulation (2) of Regulation 30 of the SEBI Listing Regulations, as amended from time to time.

II. Events or information which are dependent on application of guidelines for materiality.

The Company shall disclose all such events pertaining to itself and/or its Material Subsidiary(ies), which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations, as amended from time to time pursuant to this Policy which are determined by application of guidelines for materiality:

Events / information shall be considered as Material if it meets any of the following criteria:

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information that was previously made publicly available by the Company;
(b) the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
(c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    (1) two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
    (2) two percent (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;
    (3) five percent (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.
(d) In case where the criteria specified in (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company such event / information is considered material.
(e) The Company shall disclose all events or information with respect to its Material Subsidiaries which are material for the Company, including where such Material Subsidiary is not itself listed.

III. Any other information or event which is to be disclosed by the Company

Events of the Company to which neither Para A nor B of Schedule III apply, should be disclosed if such events are considered material by the Company. For the purpose of assessing whether a particular transaction or the amounts involved in that transaction are "material" the following information will also be considered, although the list is not exhaustive:

- Whether the event/information where the value involved or the impact exceeds ten percent (10%) of the consolidated total revenue or twenty percent (20%) of the consolidated net worth, whichever is lower based on audited consolidated financials of the Company for the immediately preceding financial year shall be considered as material event or information;
- Whether a related party is involved in the transaction;
- Whether the transaction is in the ordinary course of business.

4. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Board of Directors of the Company shall have the authority to determine materiality of any event specified in Annexure B on the basis of the criteria mentioned in paragraph 3 above.

The Board of Directors of the Company shall authorize one or more Directors or Key Managerial Personnel of the Company consisting of the Chairman, Managing Director & CEO/ Whole-time Director(s), Chief Financial Officer and Company Secretary ("**Authorized Persons**") jointly and severally authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s), subject to such information being placed prior to or at the next board meeting held after the said information being made public. Further, the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the Company's website.

The Authorized Persons will be guided by the circulars issued by SEBI from time to time, while expressing a view on whether an event/ information has occurred requiring a disclosure to be made under this Policy and the contents of such disclosure.

The Authorized Persons may seek expert advice where so felt necessary as to whether the information is required to be disclosed in accordance with the terms of this Policy

(d) The heads of various departments of the Company will support the Authorized Persons with regard to compliance of the terms of this Policy, and forthwith notify the Authorized Persons and provide all relevant details with regard to any event/ information which is likely to be construed as material.

5. DISCLOSURE

The Authorized Person shall observe the following for proper and timely disclosure to the stock exchanges of any material events/ information as defined hereon:

I. For determining materiality of any event/transaction, reference is to be made to this Policy and the SEBI Listing Regulations as amended from time to time.
II. The listed entity 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:
    (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 listed entity;

(iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

III. The Company shall, in relation to any disclosure made under this Policy, continue to provide updates on material developments on a regular basis, until such time as the event or information is resolved or closed, together with relevant explanations.

IV. All the disclosures made to the stock exchanges under this Policy shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy or as amended from time to time.

V. The Company shall also disclose all the events or information with respect to its Material Subsidiaries which are material for the Company, including where such Material Subsidiary is not itself listed on any stock exchange.

7. AMENDMENT

This Policy is framed on the basis of the provisions of the Listing Regulations. In the event any subsequent amendment to the Listing Regulations renders any provision of this Policy inconsistent therewith, the provisions of the Listing Regulations shall prevail over this Policy.

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.

The Policy shall be reviewed by the Audit Committee and on recommendations shall be modified by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by the Audit Committee. Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant stock exchange /SEBI, from time to time with the approval of the Board of Directors. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

8. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company for such minimum period as mandated by the provisions of SEBI Listing Regulations and thereafter as per the archival policy of the Company.

Effective Date: The provisions of this Policy shall be applicable to the Company with effect from the date on which the securities of the Company are listed on the Stock Exchange(s).

Place: Kolhapur

Annexure 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 or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company 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. New Rating(s) or Revision in Rating(s).

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the exchanges, the outcome of meetings of the board of directors, held to consider the following:
   a. dividends 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 Company from stock exchanges

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 subsidiary 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 the Company is a party to such agreements: Provided however, 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 the SEBI Listing Regulations.

7. Fraud or defaults by the Company, 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 this purpose, (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; and (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.

8. Change in directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), senior management, Auditor and Compliance Officer.

9. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

10. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
    i. The letter of resignation along with detailed reasons for the resignation as given by the said director
    ii. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
    iii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
    iv. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (iii) 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. In case the Managing Director or Chief Executive Officer of the Company is indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

13. Appointment or discontinuation of share transfer agent.

14. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details: i. Decision to initiate resolution of loans/borrowings; ii. Signing of Inter-Creditors Agreement (ICA) by lenders; iii. Finalization of Resolution Plan; iv. Implementation of Resolution Plan; v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.

15. One time settlement with a bank.

16. Winding-up petition filed by any party / creditors.

17. 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.

18. Proceedings of Annual and extraordinary general meetings of the Company.

19. Amendments to memorandum and articles of association of Company, in brief.

20. Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company for analysts or institutional investors' meet post earnings or quarterly calls shall be disclosed tothe recognized stock exchanges prior to beginning of such events.

21. Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

    (i) The audio 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 video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
    (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.

22. The following events in relation to the corporate insolvency resolution process ("**CIRP**") of a listed corporate debtor under the Insolvency and Bankruptcy Code, 2016 ("**Insolvency Code**"):
    i. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

ii. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
iii. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
iv. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
v. 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;
vi. Appointment/ Replacement of the Resolution Professional;
vii. Prior or post-facto intimation of the meetings of Committee of Creditors;
viii. 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;
ix. Number of resolution plans received by Resolution Professional;
x. Filing of resolution plan with the Tribunal;
xi. Approval of resolution plan by the Tribunal or rejection, if applicable;
xii. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
    a. Pre and Post net-worth of the company;
    b. Details of assets of the company post CIRP;
    c. Details of securities continuing to be imposed on the companies' assets;
    d. Other material liabilities imposed on the company;
    e. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    f. Details of funds infused in the company, creditors paid-off;
    g. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
    h. Impact on the investor –revised P/E, RONW ratios etc.;
    i. 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;
    j. Brief description of business strategy.
xiii. Any other material information not involving commercial secrets.
xiv. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
xv. Quarterly disclosure of the status of achieving the MPS
xvi. The details as to the delisting plans, if any approved in the resolution plan.

23. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:
    i. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
    ii. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

24. 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 SEBI Listing Regulations and is not already made available in the public domain by the Company.

25. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, Key Managerial Personnel, senior management, Promoter or subsidiary, in relation to the Company, in respect of the following:
    i. search or seizure; or
    ii. re-opening of accounts under provisions of the Act; or
    iii. investigation under the provisions of the Act along with the following details pertaining to the actions(s) initiated, taken or orders passed
    a. name of the authority;
    b. nature and details of the action(s) taken, initiated or order(s) passed;
    c. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
    d. details of the violation(s)/contravention(s) committed or alleged to be committed;
    e. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

26. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, Key Managerial Personnel, senior management, Promoter or subsidiary, in relation to the Company in respect of the following:
    i. suspension;
    ii. imposition of fine or penalty;
    iii. settlement of proceedings;
    iv. debarment;
    v. disqualification;
    vi. closure of operations;
    vii. sanctions imposed;
    viii. warning or caution; or
    ix. any other similar action(s) by whatever name called;

    along with the following details pertaining to the actions(s) taken or orders passed:
    a. name of the authority;
    b. nature and details of the action(s) taken or order(s) passed;
    c. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority
    d. details of the violation(s)/contravention(s) committed or alleged to be committed;
    e. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

27. Voluntary revision of financial statements or the report of the Board of Directors of the Company under section 131 of the Act.
28. Disclosure of cybersecurity incidents with details of impact, mitigation steps and future preventive measures, as per SEBI's increasing focus on cybersecurity risks.
29. Any material event relating to Environmental, Social, and Governance (ESG) matters, including regulatory compliance issues, sustainability initiatives, or controversies, in line with SEBI's evolving ESG disclosure framework.
30. Significant changes to the Company's credit rating or default/non-payment events affecting financial instruments, credit facilities, or loans.
31. Any material regulatory investigation, prosecution, or enforcement action initiated or settled which may significantly affect the company's operations or reputation.

Annexure 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. Any of the following events pertaining to the Company:
   i. arrangements for strategic, technical, manufacturing, or marketing tie-up; or
   ii. adoption of new line(s) of business; or
   iii. 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 listed entity.

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

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.

RATHOD JEWELLERY MFG. LTD. KOLHAPUR