

**RUCHI SOYA INDUSTRIES LIMITED**

**POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT/INFORMATION**

**[Framed under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

(Approved by the Board of Directors of the Company at their meeting held on March 31, 2022)



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Effective Date: January 17, 2020

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## 1. BACKGROUND

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR) Regulations”], every listed company shall frame a policy for determination of materiality of events/information based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the Company shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s). In view of the same, this “**Material Events Policy**” of Ruchi Soya Industries Limited (“the **Company**” or “**RSIL**”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events in compliance of the provisions of Regulation 30 of the SEBI (LODR) Regulations.

## 2. DEFINITIONS

### (i) Authorised Key Managerial Personnel

Authorised Key Managerial Personnel means Managing Director or Wholetime Director, Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

### (ii) Material Event or Material Information

“**Material Event**” or “**Material Information**” shall mean such event or information as set out in Paragraph A and B of Part A of Schedule III of the SEBI (LODR) Regulations or as may be determined in terms of Annexure A of this Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

### (iii) Price Sensitive Information

“Price-sensitive information” means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.

### (iv) Compliance Officer

Compliance Officer means "Company Secretary" of the Company.



**(v) Policy or This Policy**

Policy or this policy means "Material Events Policy".

**(vi) Stock Exchanges**

Stock Exchanges means the stock exchanges where the securities of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the Act, the SEBI (LODR) Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder 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.

**3. PURPOSE OF THE POLICY**

The purpose of this Policy is to determine materiality of events or information of the Company based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of SEBI (LODR) Regulations and to ensure that events/ information specified in Annexure A of this Policy are adequately disseminated in pursuance with the SEBI (LODR) Regulations and to provide an overall governance framework for such determination of materiality.

The "Authorised Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the SEBI (LODR) Regulations and to decide the appropriate time within which such disclosure is to be made with the Stock Exchange(s).

**4. DISCLOSURE**

Regulation 30 of SEBI (LODR) Regulations, 2015, have categorised material events and information which will have bearing on the performance/operations of the Company. The disclosure of events and information which the Company shall make to the Stock Exchange(s) are broadly categorised as under –

- Events mentioned in Part A of Annexure A of this Policy shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.
- Events mentioned in Part B of Annexure A of this Policy shall be disclosed to Stock Exchanges upon application of below mentioned guidelines for materiality:



- 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; or
  - c) In case where the criteria specified in above sub-clauses (1) and (2) are not applicable, an event/information may be treated as being material if in the opinion of the Board, the event/ information is considered material.
- Any other material event or information as mentioned in Part C of Annexure A of this Policy, which have not been covered under Part A and Part B, shall also be disclosed to the Stock Exchanges.
  - The disclosure to Stock Exchanges shall be made in accordance with the manner prescribed by the Securities and Exchange Board of India from time to time.

## 5. REPORTING

The Company shall observe the following for proper and timely disclosure of any Material Event(s)/ Information(s) as defined hereon:

- (i) Disclosure of the events enumerated in Para 4 of Part A of Annexure-A shall be made within 30 minutes of the conclusion of the Board Meeting at which such events were discussed along with the time of commencement and conclusion of the meeting.
- (ii) All other events mentioned under Part A and Part B of Annexure-A other than those mentioned in the foregoing clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of a particular event.  
However, in case the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for the delay.
- (iii) Disclosure of any material development with relevant explanations shall be made on a regular basis of any event, till the time the event is resolved/ closed.
- (iv) All the disclosures made to the stock exchanges under this Policy shall also be placed on the Company's website and the same shall be available for a minimum period of five years.
- (v) The disclosures given under Clause 4(a) and 4(b) shall be made in accordance to the circular dated September 9, 2015 issues by the SEBI or any statutory modification/amendment issued by the SEBI in this regard.



## **6. IMPLEMENTATION**

The Company shall adhere to highest standards with regard to the implementation of this policy. The Managing Director, Chief Executive Officer, Chief Financial Officer and Compliance Officer of the Company shall have overall responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary.

## **7. POLICY REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines and place the same before the Board.

## **8. INTERPRETATION**

The Board of the Company shall interpret and administer this Policy in line with the broad intent of this Policy read with the applicable provisions of the Act, rules made thereunder, and the SEBI (LODR) Regulations. Any change in the Policy shall be approved by the board of directors of the Company. The board of directors shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the board in this respect shall be final and binding.

## **9. AMENDMENT**

In the event of any conflict between the provisions of this Policy and the Act or the SEBI (LODR) Regulations or any other statutory enactments or rules, the provisions of the SEBI (LODR) Regulations / the Act or statutory enactments, rules made thereunder shall prevail over to this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force. Any subsequent amendment/modification in the Regulations shall automatically apply to this Policy.

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## ANNEXURE A

### A) EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY AS SPECIFIED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LODR] REGULATIONS, 2015.

- 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 sub-para, 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 5 (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 2 (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, alteration of calls, redemption of securities etc.
  - 3) Revision in rating(s).
  - 4) Outcome of the meetings of the Board: The Company shall disclose to the Stock Exchanges, within 30 minutes of the closure of the meeting, held to consider the following:
    - (a) 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;
    - (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 Exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

- 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) Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoters of the Company.
- 7) Change in directors, KMP (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.) auditor and Compliance Officer.

(a) If the auditor of the Company gives his resignation, the Company shall disclose to the Stock Exchanges the reasons of such resignation within 24 hours of receipt of such reasons from the auditor.

(b) If the independent director of the Company gives his resignation, the Company shall give following disclosures to the Stock Exchanges within 7 days from the date of resignation:

(i) The letter of resignation along with detailed reasons for the resignation of the independent director as given by the said director and

(ia). *Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.*

(ii) Confirmation by the independent director that there is no other material reasons other than those provided.

- 8) Appointment or discontinuation of share transfer agent.





9) 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.

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 Company.

13) Proceedings of Annual and extraordinary general meetings of the Members of the Company.

14) Amendments to Memorandum and Articles of Association of Company, in brief.

15) Schedule of analyst or institutional investor meet and presentations on financial results made by the Company 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.

(b) 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:

- (i) 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.

16) The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c) Admission of application by the Tribunal, along with amount of default of rejection or withdrawal, as applicable;
- d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- e) 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;



- f) Appointment / Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) 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;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - l) 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:
    - (i) Pre and Post net-worth of the company;
    - (ii) Details of assets of the company post CIRP;
    - (iii) Details of securities continuing to be imposed on the companies' assets;
    - (iv) Other material liabilities imposed on the company;
    - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
    - (vi) Details of funds infused in the company, creditors paid-off;
    - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
    - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
    - (ix) Names of the new promoters, key managerial persons(s), 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;
    - (x) Brief description of business strategy.]
  - m) Any other material information not involving commercial secrets.}
  - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
  - o) Quarterly disclosure of the status of achieving the MPS;
  - p) The details as to the delisting plans, if any approved in the resolution plan
- 17) 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 the listed entity:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
  - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.



**B) EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI [LODR] REGULATIONS, 2015.**

- 1) Commencement or any postponement in the date of the commencement of commercial production or commercial operation 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 unit/division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strike, 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 KMPs) or employees of Company to the extent the Company is aware or made aware of;
- 10) Options to purchase securities including any ESOP/ESPS Scheme;
- 11) Giving of guarantees or indemnity or becoming a surety for any third party; and
- 12) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**C)** 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

**D)** Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.

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