

**POLICY FOR DETERMINATION OF MATERIALITY  
OF  
EVENTS/INFORMATION TO BE DISCLOSED TO  
THE STOCK EXCHANGES  
OF  
RAAJ MEDISAFE INDIA LIMITED**

**As per the Regulation 30 of the SEBI (Listing  
Obligations and Disclosure Requirements) Regulations,  
2015**

**POLICY FOR DETERMINATION OF MATERIALITY  
OF  
EVENTS/INFORMATION TO BE DISCLOSED TO THE STOCK EXCHANGES**

**1. LEGAL FRAMEWORK**

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of RAAJ Medisafe India Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015,

**2. OBJECTIVE**

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

**3. INTRODUCTION**

- (a) "Act" means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- (b) "Board of Directors" means the Board of Directors of the Company.
- (c) "Company" means RAAJ Medisafe India Limited.
- (d) "Key Managerial Personnel" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) "Listing Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) "Policy" means this policy, as amended from time to time.
- (g) "SEBI" means the Securities and Exchange Board of India.
- (h) "Rules" means the rules made under the Companies Act, 2013.
- (i) "Stock Exchange(s)" means BSE Limited, where the equity shares of the Company are listed.

**4. DISCLOSURE OF EVENTS OR INFORMATION**

- The Company shall make disclosures of any events or information which are material according to Board of directors of the Company or person delegated by the Board of Directors in this regard.
- Upon occurrence of Events, as specified in Annexure A, and as specified in

Part A of Schedule III of SEBI (LODR) Regulations, 2015, the Company shall forthright make disclosure of such events without any application of guidelines for materiality.

- Upon occurrence of Events, as specified in Annexure B and as specified in Para B of Part A of Schedule III of SEBI (LODR) Regulations, 2015, the Company shall make disclosure of such events based on the guidelines for materiality.
- Any other information/event viz. 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 listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- All events or information with respect to Subsidiaries/ Associates which are material for the Company shall be disclosed to the Stock exchanges.
- Without prejudice to the generality of events specified in Annexure A, B and clause 4 above, the Company make disclosures of event/information as specified by SEBI from time to time.

## **5. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION**

- All the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publically or
- 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;
- In case where the criteria specified in sub clauses (a) & (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors, the event/ information is considered material.

## **6. AUTHORITY & TIMEFRAME TO DISCLOSE EVENTS**

- The Company shall authorize the board of directors / 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).
- The contact details of such authorized personnel will be disclosed as required under the Regulations including on the company's website.
- The Company shall first disclose to stock exchange(s) of all events / information, as specified in Annexure A, as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information.
- Outcome of board meetings shall be disclosed within 30 minutes of the closure of the Board meeting.
- Any material developments on any event disclosed to the stock exchanges shall be updated on regular basis till such event is resolved.
- All disclosures made to the Stock exchange shall be disclosed on the company's website all such events for a minimum period of five years and thereafter as per the archival policy of the Company.

## **7. AMENDMENTS**

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. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

## **8. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over 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.

## **9. DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company.

## ANNEXURE 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:**

- Acquisition(s), Scheme of Arrangement, or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.
- 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.
- Revision in Rating(s).
- 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:
  - 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 listed entity from stock exchange(s).
- 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.
- Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
- Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- Resignation of Auditor (Detailed reasons of Resignation as given by the Auditor)
- Appointment or discontinuation of share transfer agent.
- Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.
- One-time settlement with a bank.
- Reference to BIFR and winding-up petition filed by any party / creditors.
- Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
- Proceedings of Annual and extraordinary general meetings of the listed entity. Amendments to memorandum and articles of association of listed entity, in brief. Schedule of Analyst or institutional investor meet and presentations on financial

- results made by the listed entity to analysts or institutional investors;
- Amendments to memorandum and articles of association.
- Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.
- 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:
- The event in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.
- Initiation of Forensic audit.

## **ANNEXURE B**

### **Events which shall be disclosed upon application of the guidelines for materiality referred sub regulation (4) of regulation (30) of SEBI (LODR) Regulations 2015:**

- Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- 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).
- Capacity addition or product launch.
- Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- 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.
- 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.
- Effect(s) arising out of change in the regulatory framework applicable to the Company.
- Litigation(s) / dispute(s) / regulatory action(s) with impact.
- Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- Options to purchase securities including any ESOP/ESPS Scheme.
- Giving of guarantees or indemnity or becoming a surety for any third party.
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.