



**RELIANCE
CHEMOTEX**
INDUSTRIES LIMITED

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES

Version Control		
Sl. No.	Approving Authority	Date of Approval / Amendment
1.	Board of Directors	February 05, 2016
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4.	Board of Directors	August 14, 2024

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES OF RELIANCE CHEMOTEX INDUSTRIES LTD.

A. BACKGROUND

Reliance Chemotex Industries Ltd. is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company's Securities are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), and must comply with the continuous disclosure obligations imposed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) that came into effect from December 1, 2015 and as amended from time to time. SEBI LODR mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy for Determining Materiality for Disclosures is being framed and implemented.

B. OBJECTIVE OF THE POLICY

The objective of this Policy is to determine events/information which are material and have a bearing on the performance/operation of the Company and/or are price sensitive in nature and to follow best in class Corporate Governance practices with respect to disclosures, to ensure timely, adequate, and accurate disclosure of information on an ongoing basis.

C. SCOPE AND APPLICABILITY OF THE POLICY

This Policy applies to all disclosures and communication of Material Events or information by the Company, which in the opinion of the Company's Board of Directors, is material and to assist the relevant employees of the Company to identifying any potential material event or information and reporting the same to the authorized persons, in terms of sub-regulation (5) of Regulation 30 of the SEBI LODR.

SEBI LODR divide the events that need to be disclosed broadly into the following categories:

1. Events specified in **Annexure A** are deemed to be material events and the Company shall make disclosure of such events.
2. Events specified in **Annexure B** shall require disclosure based on the application of guidelines for materiality.

3. Events specified in **Annexure C** shall require disclosure if the event or information viz major development that is likely to affect business.
4. Guidance on occurrence of event / availability of information
 - a. The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
 - b. In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
 - c. In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.Sub-clause a, b and c as mentioned above, shall be subject to guidance provided by the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time.

D. DEFINITIONS

1. **“Board of Directors”** or **“Committees”** shall mean Board of Directors or Committees of Reliance Chemotex Industries Ltd.
2. **“Company”** means Reliance Chemotex Industries Ltd.
3. **“Disclosure”** means Disclosure using means and methods as per this Policy.
4. **“Policy for Determining Materiality for Disclosures”** means this Policy.
5. **“Material Events or Information”** means Events or Information as defined under Schedule III Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. **“Price Sensitive Information”** has the meaning referred to in the Company’s Code of Conduct to Regulate, Monitor and Reporting of Trades by Insiders read with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
7. **“Key Managerial Personnel”** shall have the meaning as defined under the Companies Act, 2013.
8. **“SEBI”** means the Securities and Exchange Board of India.
9. **“Mainstream media”** shall include print or electronic mode of the following:
 - a. Newspapers registered with the Registrar of Newspapers for India;
 - b. News channels permitted by Ministry of Information and Broadcasting under Government of India;
 - c. 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

- d. 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 Companies Act, 2013 and SEBI LODR or any other applicable laws or regulations to the extent applicable to the Company.

E. CRITERIA FOR DETERMINING THE MATERIALITY OF EVENTS OR INFORMATION

The following criteria are to be considered for determining the materiality of events or information as specified in Annexure B:

1. Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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
3. 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 of absolute value of profit or loss after tax**, as per the last three audited consolidated financial statements of the Company;
4. In case where the criteria specified in clauses (1), (2) and (3) are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material.
5. The competent authorities through this policy shall assist the Business Heads, Project Heads and other relevant employees to determine the materiality of the events or information.

F. PROMPT DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

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 along with details as specified by SEBI in its circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as soon as reasonably possible and in any case not later than the following:

- a) **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;
- b) **Twelve hours from the occurrence of the event or information**, in case the event or information is emanating from within the Company;
- c) **Twenty four hours from the occurrence of the event or information**, in case the event or information is not emanating from within the Company:

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI LODR shall be made within such timelines.

In case the disclosure is made after the timelines specified under SEBI LODR, the Company shall, along with such disclosure provide the explanation for the delay.

The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI LODR, 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.

The Company shall disclose all events or information which are material for the Company with respect to its subsidiaries.

G. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

All the parties to the agreements specified in clause 5A of Annexure A to this Policy shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

H. UNINTENDED OR INADVERTANT DISCLOSURES

In the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to

such unintended or inadvertent disclosures.

I. COMPETENT AUTHORITY

Chief Financial Officer, Company Secretary and Compliance Officer are designated as Competent Authority by the Board of Directors, who are severally authorized on behalf of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under SEBI LODR.

Their contact details are as under:

Name: Mr. Chandrasekaran
Rajagopalan

Designation: Chief Financial Officer

Official Address: 27, Jolly Maker
Chambers No. 2, Nariman Point,
Mumbai – 400 021, India

Email: finance@reliancechemotex.com

Phone: +91 (0) 22 22028581,
+91 (0) 22 43420100

Fax: +91 (0) 22 22045786

Name: Mr. Utkarsh Gaur

Designation: Company Secretary and
Compliance Officer

Official Address: Village Kanpur, Post
Box No. 73, Udaipur – 313 003,
Rajasthan, India

Email: cs@reliancechemotex.com

Phone: +91 (0) 2942491489,
+91 (0) 294 2491490

Fax: +91 (0) 294 2490067

J. AMENDMENT

The Board of Directors on its own and / or as per the recommendations of the Committee can amend this policy, as and when deemed fit.

In case of any amendments(s), clarification(s), circulars(s) etc., issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circulars(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), clarifications(s), circular(s) etc.

K. WEBSITE

As per the provisions of the SEBI LODR, the Policy shall be disclosed on the website of the Company and can be accessed at <https://reliancechemotex.com/reports/code-of-conduct-and-policies/>. Further, the Company shall disclose on its website all such events or information which has

been disclosed to stock exchange(s) under the SEBI LODR, and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

List of Events which shall be disclosed without any application of the guidelines for materiality

Sl. No.	Events requiring Disclosure
1.	<p>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.</p> <p>Explanation (1) - For the purpose of this sub-paragraph, the word ‘acquisition’ shall mean-</p> <ul style="list-style-type: none"> (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 – <ul style="list-style-type: none"> a. The Company holds shares or voting rights aggregating to five percent 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. <p>Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-</p> <ul style="list-style-type: none"> (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 the Company; 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. <p>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.</p>

Sl. No.	Events requiring Disclosure
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.	<p>Outcome of Meetings of the Board of Directors: Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <ol style="list-style-type: none"> 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 buy back 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)
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.

Sl. No.	Events requiring Disclosure
5A	<p>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 the Company is a party to such agreements:</p> <p>However, if 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.</p> <p>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 the Company shall or shall not act in a particular manner.</p>
6.	<p>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:</p> <p>For this purpose of this sub-paragraph:</p> <p>(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.</p> <p>(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.</p> <p>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.</p> <p>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 Company.</p>

Sl. No.	Events requiring Disclosure
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
7A.	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 listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
7B.	<p>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:</p> <ul style="list-style-type: none"> (i) The letter of resignation along with detailed reasons for the resignation as given by the said director <ul style="list-style-type: none"> (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) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided. (iii) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
7C.	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.
7D.	In case the Managing Director or Chief Executive Officer of the Company was 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).
8.	Appointment or discontinuation of a share transfer agent.

Sl.No.	Events requiring Disclosure
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details: <ul style="list-style-type: none"> (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.	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 Company.
14.	Amendments to Memorandum and Articles of Association of the Company, in brief.
15.	(a) 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 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: <ul style="list-style-type: none"> (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.	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 listed entities: <ul style="list-style-type: none"> (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 Company along with comments of the management, if any

Sl.No.	Events requiring Disclosure
17.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a 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.
18.	<p>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:</p> <ul style="list-style-type: none"> (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed: <ul style="list-style-type: none"> (i) name of the authority; (ii) nature and details of the action(s) taken, initiated or order(s) passed; (iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; (iv) details of the violation(s)/contravention(s) committed or alleged to be committed; (v) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
19.	<p>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:</p> <ul style="list-style-type: none"> (a) suspension; (b) imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; <p>along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <ul style="list-style-type: none"> (i) name of the authority; (ii) nature and details of the action(s) taken, initiated or order(s) passed; (iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; (iv) details of the violation(s)/contravention(s) committed or alleged to be committed;

	(v) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
20.	Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

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

Sl. No.	Events requiring Disclosure
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: (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)
3.	Capacity addition to 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 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.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.
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.

Annexure 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 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.

Without prejudice to the generality of Annexure A, Annexure B and Annexure C, the Company may make disclosures of event/information as specified by SEBI from time to time.
