



SHREE RAMA MULTI-TECH LIMITED

Regd. Office: 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad – 380 009

Phone: 079 – 2754 6800, 2754 6900, Email id: cslegal@srmtl.com,

Website: www.srmtl.com, CIN: L25200GJ1993PLC020880

POLICY FOR DETERMINATION AND DISCLOSURE OF MATERIALITY OF AN EVENT OR INFORMATION

PREAMBLE:

This Policy is framed to determine the materiality of events or information and its timely disclosure to the public at large including the Stock Exchanges, where the shares of the Company are listed, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 including amendments or modifications thereof. This revised 'Policy for Determination and Disclosure of Materiality of an Event or Information' has been approved by the Board of Directors at its meeting held on 13th February, 2019 and shall be effective from 1st April, 2019.

DEFINITIONS:

“Company” or “SRMTL” shall mean Shree Rama Multi-Tech Limited.

“Material Events/ Information” shall mean such events/ information as specifically described in this policy to be material.

“SEBI (LODR) Reg., 2015” or “Listing Regulations” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments or modifications or re-enactments thereof, as may be prescribed from time to time.

MATERIAL EVENT/ INFORMATION:

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with Part A of Schedule III, the disclosure of material events or information are broadly categorized as under:

- A) **Events to be disclosed without any application of the guidelines for materiality** i.e. the events or information (as per **Annexure 'A'** to this policy), on the happening of which, are mandatorily required to be disclosed by the Company without application of the guidelines for materiality specified under Reg. 30(4) of SEBI (LODR) Reg., 2015.
- B) **Events to be disclosed upon application of the guidelines for materiality** i.e. the events or information (as per **Annexure 'B'** to this policy), that are to be disclosed upon determining the materiality as per the guidelines for materiality specified under Reg. 30(4) of SEBI (LODR) Reg., 2015.



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- 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 equity shareholders of the Company to appraise its position and to avoid the establishment of a false market in equity shares of the Company.
- D) Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/ information as specified by SEBI from time to time.

AUTHORIZED PERSONS:

1. The materiality or otherwise, of an event or information, in terms of the SEBI Regulations will be determined by the Managing Director and Whole-Time Director of the Company (“Authorized Persons”), severally/ jointly in consultation with the concerned Department Head, or the Senior Management Personnel, as the case may be.
2. The Authorized Persons mentioned in (1) above will also decide the appropriate period/ stage at which disclosure is to be filed with the stock exchanges and details that may be filed.
3. The Board of Directors has authorized the Managing Director, Whole-Time Director, Chief Financial Officer and Company Secretary of the Company to disclose the events or information as may be determined by the Authorized Persons mentioned in (1) above, to the stock exchange(s) where the shares of the Company are listed.
4. The contact details of the Authorized Persons mentioned in (1) and (3) above are provided in **Annexure ‘C’**.

GUIDELINES FOR MATERIALITY ASSESSMENT:

Materiality will be determined on a case to case basis depending on specific facts and circumstances relating to the information/event and in accordance with the following 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;



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- c) In case where the criteria specified in sub-clauses (a) and (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.

Further, in order to determine the materiality of event/ information in the nature of ‘quantitative’ and ‘qualitative’ factors also, the above mentioned guidelines for materiality shall be applied.

DISCLOSURE:

All material events/ information will be disclosed in accordance with the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) read with SEBI’s Circular bearing reference CIR/CFD/CMD/4/2015 dated 9th September including amendments or modifications thereof.

AMENDMENT:

This Revised Policy may be further amended from time to time by the Board of Directors.

GENERAL:

In case of any inconsistency between the terms of this Policy and any existing or newly enacted law, rule, regulation or standard including amendments thereof governing the Company, such law, rule, regulation or standard including amendments thereof will take precedence over this Policy and procedures until such time this Policy is changed to conform to the law, rule, regulation or standard including amendments thereof.

IMPLEMENTATION:

The Board of Directors may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.



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ANNEXURE-A

EVENTS TO BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY:

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 listed entity or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:

- a) acquiring control, whether directly or indirectly; or,
 - b) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (i) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (ii) there has been a change in holding from the last disclosure made under sub-clause (i) of clause (a) of the Explanation to this sub-para and such change exceeds 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 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, if any:
 - 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).



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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 promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. 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.
9. 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 Company:
 - a) Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges.
 - b) The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
 - c) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
10. Appointment or discontinuation of share transfer agent.
11. Corporate debt restructuring.
12. One-time settlement with a bank.
13. Reference to BIFR and winding-up petition filed by any party/ creditors.
14. 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.
15. Proceedings of Annual and Extraordinary General Meetings of the Company.
16. Amendments to Memorandum and Articles of Association of the Company, in brief.



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17. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

18. 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 or 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) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
 - m) Any other material information not involving commercial secrets.



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ANNEXURE-B

EVENTS TO BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations 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 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. Litigation(s) / dispute(s) / regulatory action(s) with impact
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.



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ANNEXURE-C

CONTACT DETAILS OF THE PERSONS AUTHORISED FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION:

| | | |
|---|--------------|------------------------|
| 1 | Name: | Shri Shailesh K. Desai |
| | Designation: | Managing Director |
| | Email Id: | sdesai@srmtl.com |
| | Contact No.: | (079) 6674 7101 |

| | | |
|---|--------------|---------------------|
| 2 | Name: | Shri Hemal R. Shah |
| | Designation: | Whole-Time Director |
| | Email Id: | mbplant@srmtl.com |
| | Contact No.: | (079) 6674 7101 |

CONTACT DETAILS OF THE PERSONS AUTHORISED FOR THE PURPOSE OF DISCLOSURE OF A MATERIAL EVENT OR INFORMATION:

| | | |
|---|--------------|------------------------|
| 1 | Name: | Shri Shailesh K. Desai |
| | Designation: | Managing Director |
| | Email Id: | sdesai@srmtl.com |
| | Contact No.: | (079) 6674 7101 |

| | | |
|---|--------------|---------------------|
| 2 | Name: | Shri Hemal R. Shah |
| | Designation: | Whole-Time Director |
| | Email Id: | mbplant@srmtl.com |
| | Contact No.: | (079) 6674 7101 |

| | | |
|---|--------------|-------------------------|
| 3 | Name: | Shri Krunal Shah |
| | Designation: | Chief Financial Officer |
| | Email Id: | finance@srmtl.com |
| | Contact No.: | (079) 6674 7101 |

| | | |
|---|--------------|-----------------------|
| 4 | Name: | Mr. Purvang Trivedi |
| | Designation: | Company Secretary |
| | Email Id: | cslegal@srmtl.com |
| | Contact No.: | (079) 2754 6800/ 6900 |