

INDO RAMA SYNTHETICS (INDIA) LIMITED
(CIN: L17124MH1986PLC166615)**POLICY FOR DETERMINATION OF MATERIALITY OF
EVENTS OR INFORMATION**

[Pursuant to Regulation 30(4)(i)(c) of SEBI (LODR) Regulations, 2015]

LEGAL FRAMEWORK

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 (“LODR Regulations”), with respect to disclosure of material events and information.

Pursuant to the LODR Regulations, issued on September 2, 2015, the Board of Directors approved the **“Policy for Determination of Materiality of Events or Information”**. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (LODR) (Second Amendment) Regulations, 2023 (**“LODR Amendments”**) and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/ 2023/123 dated July 13, 2023 (**“SEBI Disclosure Circular”**).

The Board has reviewed and decided to adopt the above-mentioned SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in order to decide and disclose material events and information from time to time.

OBJECTIVE

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

In this Policy, unless the context otherwise requires:

- (a) **“Act”** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time;
- (b) **“Board of Directors” or “Board”** means the Board of Directors of the Company;
- (c) **“Company”** means Indo Rama Synthetics (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) **“LODR Regulations”** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) **“Material Event” or “Material Information”** shall mean events or Information as set out in Schedule III of the Listing Regulations or as determined in accordance with applicable Clauses of this Policy;
- (g) **“Material Subsidiary”** shall mean any Subsidiary of Indo Rama Synthetics (India) Limited as a material subsidiary as per the provisions of the Listing Regulations;
- (h) **“Net Worth”** shall have the meaning assigned to it in Section 2(57) of the Act;
- (i) **“Policy”** means this Policy, as amended from time to time;
- (j) **“SEBI”** means the Securities and Exchange Board of India;
- (k) **“Rules”** means the rules made under the Act;
- (l) **“Regulations/Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications or re-enactment thereof;
- (m) **“Stock Exchange(s)”** means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed;
- (n) **“Turnover”** shall have the meaning assigned to it in Section 2(91) of the Act;

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 (“**SEBI Act**”) and the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”).

EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS:

The Company shall disclose all such events which are specified in Para-A of Part-A of Schedule III of the LODR Regulations (as applicable from time to time) (“**Para-A Events**”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para-A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

EVENTS DEEMED TO BE MATERIAL SUBJECT TO GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para-B of Part-A of Schedule III of the LODR Regulations (“**Para-B Events**”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The Company shall consider the following Criteria for determining of materiality of events or information already available publicly:

- a) The Omission of an event or information, which is likely to result in discontinuity or alteration of event or informational already available publicly; or
- 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, breaches the following quantitative criteria.

Quantitative Criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- (a) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
- (b) 2% (two per cent) of consolidated 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)); or
- (c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company; and
- (d) In case where the criteria specified in sub-clauses (a), (b) & (c) mentioned above is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of listed entity, the event or information is considered material.

The details to be provided to the Stock Exchanges while disclosing Para-B of Part-A Events shall be in compliance with the requirements of the SEBI Circular.

It is hereby clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

AUTHORITY TO KMPs OF THE COMPANY TO DETERMINE MATERIALITY OF AN EVENT OR INFORMATION

The following KMPs and Officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines ("**Authorized Person(s)**"):

- i) Whole-time Director;
- ii) Chief Executive Officer (CEO);
- iii) Chief Commercial and Financial Officer; and
- iv) Company Secretary and Compliance Officer.

Details of the above referred KMPs and Officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

TIMELINE OF DISCLOSURES

- (a) The events or information mentioned in Part-A of Schedule III of the Listing Regulations for which timeline have been specified, must be complied with;
- (b) All events/information identified as material as per this Policy shall be disclosed within the stipulated timeline and in any case not later than the following:
 - (i) For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
 - (ii) For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
 - (iii) For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty-four) hours from the occurrence of the event or information.
- (c) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure;
- (d) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

MAINTAINANCE OF INFORMATION ON COMPANY WEBSITE

The Company shall disclose on its website all such events or information which has been disclosed to the Stock Exchanges under Regulation 30 and such disclosure shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the Archival Policy of the Company as disclosed on the Company's website.

MATERIAL INFORMATION RELATED TO THE SUBSIDIARY

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

CONFIRMATION OR DENIAL OF REPORTED EVENT

The Company may on its own initiative also confirm or deny any reported event or information to Stock Exchanges as soon as reasonably possible not later than 24 hours from the reporting of the event or information.

RESPONDING TO MARKET RUMOURS

- i) Effective from 1st April 2024, in terms of Regulation 30(11), the Company shall confirm, deny or clarify any event or Information reported in the Mainstream Media which is not general in nature, and which indicates that rumours of an impending specific Material Event or Information in terms of SEBI Regulations are circulating amongst the investing Public.
- ii) The Company shall confirm/deny/clarify the market rumour as soon as reasonably possible but not later than 24 hours from the reporting of event/Information.

RECEIPT OF INFORMATION FROM ANY AUTHORITY.

In case an event or information as required to be disclosed by the Company under Regulation 30, pursuant to receipt of 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.

DISCLOSURE OF AGREEMENT WHERE COMPANY IS NOT A PARTY

- a) All the Shareholders, Promoters, Promoter Group entities, related parties, directors, Key Managerial Personnel and employees of the Indo Rama Synthetics (India) Limited or of its holding, subsidiary or associate company, who are parties to an agreements which either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the Listed entity or impose any restriction or create any liability upon the listed entity as specified in Clause 5A of Para-A of Part-A of Schedule III to these regulations shall be under obligation to inform the Indo Rama Synthetics (India) Limited about the agreement to which Indo Rama Synthetics (India) Limited is not a party within two working days of entering into such agreements or signing an agreement to enter into such agreement; and
- b) The Company shall be under obligation to report to the Stock Exchange about the above agreement within 24 hours of receipt of above information.

AMENDMENTS

The Company may change the Policy subject to applicable laws and amendments in the regulations. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the listing Regulations, Companies Act, 2013 or any other statutory enactments, rules, the provision of such listing Regulations/Companies Act, 2013 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.

DISSEMNATION OF POLICY

The Policy shall be hosted on the website of the Company and the address of such weblink thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet. In addition, thereto, this Policy shall also be circulated to the Promoter entities and Employees to enable them to understand their obligation for making disclosures of events/Information of Material Nature pursuant to the requirement of Regulation 30 of Listing Regulations.

ANNEXURE - I**TIMELINE FOR DISCLOSURE OF EVENTS SPECIFIED IN PARA A OF
SCHEDULE III OF THE LODR REGULATIONS:**

Para/ Sub- para	Events	Timeline for disclosure
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/ restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate Company of the listed entity or any other restructuring.	Within 12 hours *
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.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the Board of Directors	Timeline as specified in sub para 4 of Para A of Schedule III.
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 listed entity), 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.	Within 12 hours * (for agreements where listed entity is a party);

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		Within 24 hours (for agreements where listed entity is not a party).
5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity 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 listed entity, or they are required to be disclosed in terms of any other provisions of these regulations.</p>	<p>Within 12 hours * (for agreements where listed entity is a party);</p> <p>Within 24 hours (for agreements where listed entity is not a party).</p>
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), senior management, Auditor and Compliance Officer.	<p>Within 12 hours * (except in case resignation);</p> <p>Within 24 hours (in case of resignation)</p>

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7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Within 24 Hours with detailed reason for resignation as specified in sub para 7A of Para A of Schedule III.
7B.	Resignation of Independent Director including reasons for resignation.	Within 7 days with reason as specified in sub para 7B of Para A of Schedule III.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub para 7C of Para A of Schedule III.
7D.	In case the Managing Director or Chief Executive Officer of the listed entity 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).	Within 12 hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a Bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours

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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 listed entity.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	(a) Schedule of analysts or institutional investors meet, and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/ quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
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 listed entities: (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.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours

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19.	<p>Action(s) initiated, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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; 	Within 24 hours
20.	<p>Action(s) taken, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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. 	Within 24 hours
21.	<p>Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.</p>	Within 12 hours *

* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

ANNEXURE - II
**TIMELINE FOR DISCLOSURE OF EVENTS SPECIFIED IN PARA B OF
 SCHEDULE III OF THE LODR REGULATIONS:**

Para B.	Events which shall be disclosed upon application of the guidelines for materiality referred sub-Regulation (4) of Regulation (30)	Timelines
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *
2.	Any of the following events pertaining to the listed entity: (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 (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours

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8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *
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.	Within 24 hours
D.	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by the Board.

* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

VERSION

Version	Approved by	Approval Date
1	Board of Directors	18 th May 2016 (effective from 1 st December 2015)
2		14 th February 2020
3		8 th February 2024