RMC Switchgears Limited

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. INTRODUCTION:

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) provides that every listed entity requires to make disclosures of any events or information (collectively called events) which are in the opinion of the Board of Directors to be material events as specified in Para B of Part A of Schedule III of the Listing Regulations.

Regulation 30 (4) (ii) of the **Listing Regulations** provides that the listed entity shall frame a policy for determination of materiality duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors (the "Board") of "RMC Switchgears Limited" (the "Company") has approved this Policy with regard to determination of materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of the Listing Regulations.

2. OBJECTIVES:

The main objective of the policy is to determine materiality of events on the basis of criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure timely and adequate disclosure of material events under the Listing Regulations and assist the relevant employees of the Company in 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 Listing Regulations.

3. DEFINITION:

In these regulations, unless the context otherwise requires:—

(a) "**Act**" means the SEBI Act, 1992;

(b) "**Board of Directors**" means the board of Directors, of RMC Switchgears Limited as constituted from time to time;

(c) "**Company**", "**This Company**", "**The Company**" wherever occur in the policy shall mean "RMC Switchgears Limited".

(d) "**Key Managerial Personnel**" means key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;

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(e) "**Material events or information**" means events or information as defined under Para A and Para B of the Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

(f) "**Policy**" or "**This Policy**" shall mean "Policy for determination of materiality of events/ information."

(g) "**Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 including any modifications, clarifications circulars or re-enactment thereof.

Terms that have not been defined in this policy shall have the same meaning assigned to them under the Companies Act, 2013, the SEBI Act, 1992 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. SCOPE AND APPLICABILITY OF THE POLICY:

The policy is applicable to all disclosures and communication of material events under Regulation 30 of the Listing Regulations, to the Stock Exchanges.

Regulation 30 of the Listing Regulations mandates disclosure of all deemed material events to the Stock Exchanges as specified in Para A of Part A of Schedule III of the Regulations and shall be disclosed as applicable from time-to-time.

For disclosure of certain events as specified in Para B of Part A of Schedule III to the Stock Exchanges, the criteria, as specified in this policy, shall be considered by the Board for determining whether the events are material or not.

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5. CLASSIFICATION OF MATERIAL EVENT(S) / INFORMATION:

A. Deemed To Be Material Information:

The Event(s)/ information stated and specified in Para A of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges.

B. Event(s) which shall be disclosed upon application of the guidelines for materiality:

The Event(s)/ information stated and specified in Para B of Part-A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchanges on the basis of determination of materiality.

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. Apart from the Event(s) mentioned in A, B & C above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

6. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Materiality of the events shall be determined on a case to case basis depending on specific facts and circumstances relating to it. The Company shall consider the following criteria as specified in regulation 30(4)(i) of the Listing Regulations for determination of materiality of events:

(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) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

(1) two percent of turnover, as per the last audited consolidated financial statements of the Company;

(2) 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;

(3) 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;

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

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7. TIMELINE FOR DISCLOSURE

As per Regulation 30(6) of the Listing Regulations, 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 as soon as reasonably possible and in any case not later than the following:

(i) 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub - paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the Structured Digital Database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy - two hours of receipt of the notice by the listed entity.

Provided further that the disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

Provided further that In case the disclosure is made after the timelines specified under this regulation, the Company shall, along with such disclosure provide the explanation for the delay.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

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8. AUTHORIZATION FOR DISCLOSURE:

The following Key Managerial Personnel ("KMP") of the Company will determine materiality of an event or information and make disclosures to Stock Exchange(s). The KMP's may also seek external legal advice in case of any ambiguity/clarification.

- ✓ Managing Director
- ✓ Chief Financial Officer
- ✓ Company Secretary and Compliance Officer

As per clause 5 of Regulation 30 of Listing Regulations, the Board of Directors is hereby severally authorized to Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary for determining the materiality of any event(s)/ information and for the purposes of making disclosures to stock exchange(s) under the regulation form time to time. All the disclosures shall be signed by the Company Secretary or any other Key Managerial Personnel of the Company.

9. REVIEW OF POLICY:

The Board of Directors will periodically review this policy and make amendments to this policy as it deems appropriate.

10. AMENDMENTS:

This Policy is framed based on the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent; the provisions of the Regulations shall prevail. This Policy shall be subject to review, if necessary. Any change/amendments in applicable laws with regard to Policy for Determination of Materiality shall be deemed to be covered in this Policy without any review. Any change/amendments to this policy shall be approved by the Board of Directors.

11. AUTHORISED PERSON AND DISCLOSURE PROCESS

The Board has duly authorized "Key Managerial Personnel" namely the Managing Director (MD), Group Chief Financial officer (CFO) and Company Secretary of the Company, jointly or severally:

a) To decide the materiality of any event which may qualify for disclosure and settle any interpretation issue relating thereto.

b) To review and finalize the details to be disclosed to the Stock Exchanges.

c) To determine the occurrence of an event to be reported to the Stock Exchanges with in time specified under the Listing Regulations.

d) To finalize the required disclosures to be made to the Stock Exchanges.

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e) To consider the events, other than those mentioned in Annexure I, which may require disclosures to be made to the Stock Exchanges.

f) To provide specific and adequate reply on behalf of the Company to all queries raised by the Stock Exchanges with respect to any events.

g) All such disclosures shall either be duly signed by MD or CFO or Company Secretary of the Company.

h) The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this policy,

12. GUIDELINES FOR RUMOUR VERIFICATION:

The Company shall confirm, deny or clarify, upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumors of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement. Such disclosure will be applicable, when the company will fall into the criteria, prescribed /to be prescribed by SEBI from time to time.

13. POLICY REVIEW

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required under the Listing Regulations including any statutory modification thereof, at any point of time.

14. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

15. HOSTING OF INFORMATION ON THE WEBSITE OF THE COMPANY:

This policy, all amendments thereto and disclosures made by or on behalf of the Company of events to the Stock Exchanges, pursuant to this policy shall be hosted on the Company's website.

***Policy has been reviewed and approved at the Board Meeting held on 29th May, 2026**

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