

Policy for determination of materiality of events or information

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I. Preamble

This Policy will be known as "**REPRO INDIA LIMITED** – Policy for determination of materiality of events or information", hereinafter referred to as "this Policy".

The Board of Directors (the "Board") of **REPRO INDIA LIMITED** at its meeting held on November 10, 2015 has approved this policy in compliance with the regulatory requirements.

II. Background

Regulation 30 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations), requires Repro India Limited ("the Company") to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in the said Regulation. The policy is also required to be disclosed on the website of the Company. The events/information that would be disclosed would be as presently prescribed by SEBI vide circular CIR/CFD/CMD/4/2015 dated September 9, 2015, read with circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and as would be amended from time to time.

III. Objectives of this Policy

REPRO INDIA LIMITED (the 'Company') being a listed Company needs to disclose events or information timely and accurately on all material matters including the financial situation, performance, ownership, and governance of the Company which, in the opinion of the Board of the Company, is material. The main objective of this Policy is to determine 'materiality' and thus ensuring equal, timely and cost efficient access to relevant information by the investors of the Company.

IV. Applicability of Regulations

This Policy has been framed pursuant to Regulation 30(4)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015".

V. Scope

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to "Disclosure of events or information to Stock Exchanges". This Policy shall be read along with the Company's Policy on Code of Practices and

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Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of fair disclosure) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Policy will be used to determine materiality of events or information falling under the category enlisted in Para B of Part A of Schedule III of the Listing Regulations and dissemination of information thereof.

VI. Criteria for determining 'Materiality'

- (a) For the purpose of determination of materiality of events or information, the Company shall consider the following criteria:
 - (i) Quantitative criteria would be calculated based on audited financial statements of the last audited financial year, and would mean event/ information where the value involved or the impact: a) Exceeds ten per cent of the consolidated gross turnover; or b) Exceeds ten per cent of the consolidated net worth; whichever is lower The above threshold will be determined on the basis of audited financial statements of the Company for the last audited financial year.
 - (ii) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - (iii) the omission of an event or information is likely to result insignificant market reaction if the said omission came to light at a later date;
 - (iv) Size, scale of operations and range of activities of the Company.
 - (v) User-centric viz. based on the assumed needs of investor and the assumed relevance of information for investors.
- (b) Care should be taken whether the information is Proprietary or Confidential. Information will be regarded as proprietary for the purpose of the Company if disclosing it publicly would undermine its competitive position. Information will be regarded as confidential if there are obligations to other counterparty relationships binding the Company to confidentiality.

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VII. Process of determination of Materiality

- (a) Key Managerial Personnel is authorised for the purpose of responsible for determining materiality of an event or information. The Key Managerial Personnel jointly or any one of them may seek expert advice where considered necessary in order to determine whether any information is market sensitive or not.
- (b) The Key Managerial Personnel is authorised to suo moto confirm or deny any reported event or information to the Stock exchange(s), which has been unauthorisedly made public by the media or by any other means including but not limited to electronic means.

The actions enlisted hereinabove may be taken recourse to by the Key Managerial Personnel in a manner which best protects the interests of the Company. Such an action taken by the individuals designated as Key Managerial Personnel will, however, be brought to the attention of the Board of the Company at its immediately subsequent meeting.

- (c) Based on the determination of an event or information as material, the Key Managerial Personnel shall make necessary disclosures to the stock exchange(s) under the Regulations.
- (d) Events or information with respect to subsidiaries of the Company which are material for the Company, having regard to the criteria for determining 'Materiality' discussed at clause VI of this policy, shall be disclosed by the Company.
- (e) The Compliance Officer of the Company shall ensure that :
 - (i) All events or information determined material, in terms of this policy, shall be disclosed 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 its website; and
 - (ii) Disclosures updating material developments on a regular basis are disclosed on the website of the Company, till such a time the event is resolved or closed, with relevant explanations.

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VIII. Disclosure of material event or information

The events or information which will be necessary to be disclosed to the Stock Exchanges are divided into five categories as specified in the Listing Regulations:

1. Events whose disclosure is mandatory and which would need to be disclosed without any application of the test/guidelines for materiality.

The events as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with any circulars/ notifications, guidance notes and frequently asked questions issued by SEBI in this regard and any amendments thereof, will be disclosed as soon as reasonably possible and within the timeline as prescribed in the Regulations.

The events or information as listed in Para A of Part A of Schedule III of the Listing Regulations (reproduced in Annexure A) shall be disclosed by the Company without application of materiality guidelines listed in this Policy.

2. Events which may be disclosed to the Stock Exchanges based on the test of materiality

The events as mentioned below will be disclosed based on the application of the test of materiality and key principles for determination of materiality as outlined hereunder:

- 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:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - iii. 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 listed entity;
- 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 listed entity, the event or information is considered material.

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An illustrative list of events or information which shall be disclosed by the Company to the stock exchange(s) on application of materiality guidelines as listed above is provided in Annexure B.

Relevant employees shall be guided by this Policy and any such potential event/information, which comes to their knowledge, shall be reported to the authorised KMP for determining the materiality and disclosure, if any, to the stock exchange(s).

The KMP authorised under this Policy will determine on the disclosure of events or information to the Stock Exchanges based on the application of the test of materiality as mentioned above. In addition to this, the KMP while determining the materiality will do so on a case to case basis depending on specific facts/circumstances relating to the information/event and apply such other qualitative/quantitative criteria if required and as may be deemed appropriate to the event.

3. The Company will disclose all events or information with respect to subsidiaries which are material from the perspective of the Company.
4. With effect from October 1, 2023, the Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which shall indicate that rumours of an impending specific material event or information in terms of the provisions of the Listing Regulations are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information:

Further when the Company confirms the reported event or information, it shall also provide/confirm the current stage of such event or information.

5. In case an event or information is required to be disclosed by the Company in terms of the provisions of the Listing Regulations, 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 contact details of Key Managerial Personnel shall be disclosed on the website of the Company.

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IX. Timelines within which disclosure of events or information shall be filed by the Company with the stock exchanges:

The Company 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;
- 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:

Disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

In case the disclosure is made after the time prescribed for disclosure of events or information, the rationale for the delay will be provided along with such disclosures.

X. Policy Review

The Board of the Company is authorised to review and amend this policy and the individuals designated as Key Managerial Personnel who are entrusted with the administration of this Policy.

XI. Policy Ownership

The awareness and maintenance ownership of this Policy will rest with the Chief Financial Officer of the Company for the purpose of determining Materiality of an event or information and for the purpose of making disclosures to the Stock Exchanges.

XII. Compliance Officer

The Compliance Officer for the purpose of complying with the Regulations shall be the Company Secretary of the Company.

XIII. Disclosures

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