

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Background

R S SOFTWARE (INDIA) LTD. (hereinafter referred to as the “Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company will comply with the continuous disclosure obligations as mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time.

This Policy on determination of materiality of events or information that warrant disclosure to investors has been framed in compliance with the requirements of the Listing Regulations (the “Policy”).

The words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, and/ or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

2. Preamble

The Company has adopted the following Policy and procedures 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. This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

3. Objectives of the Policy

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the Listing Regulations, various securities laws and any other legislations.
- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/ price sensitive information within the context of the Company’s disclosure obligations.

- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4. Purpose of the Policy

The purpose of this Policy is to determine materiality of events and information based on criteria specified under Clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events/ information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges and to provide guidance to Company and its Officers to make disclosures that are appropriate and would be consistent with the facts of each event.

5. Criteria for determination of materiality of events/information

The Company shall consider the criteria as specified in Clause (i) of Sub-regulation 4 of Regulation 30 of the Listing Regulations for determination of materiality of events/ information as under:

- (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;
- (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 Chairman & Managing Director or **Director (Commercial)** or **Director (Finance)** of the Company, the event / information is considered material.

6. Disclosure of events or information

A. The following events / information specified in para-A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges 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-

- i. acquiring control, whether directly or indirectly; or,
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that-

- a) the listed entity holds shares or voting rights aggregating to five (5)

- b) percent or more of the shares or voting rights in the said company, or
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-para and such change exceeds two (2) percent 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 listed entity shall disclose to the Exchange(s), within thirty (30) minutes of the closure of the meeting, held to consider the following:
 - 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 listed entity 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 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.
 6. Fraud/defaults by promoter or key managerial personnel or by listed entity 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. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One-time settlement with a bank.

11. Reference to BIFR¹ and 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 listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.
- B.** The following events/ information specified in para B of Part A of Schedule III to the Listing Regulations upon occurrence based on application of guidelines on materiality as given in clause 5 of this Policy:
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 listed entity 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 listed entity.
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity.
 10. Options to purchase securities including any ESOP/ ESPS Scheme.
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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.
- 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. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.
 - E. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
 - F. The Company shall disclose all events or information with respect to its Material Subsidiaries, if any.
 - G. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

7. Procedural Guidelines for determination of materiality of events/information

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the following is an internal system for reporting any event/ information which may require disclosure so that the event/ information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges. Under the system, all Functional/ Whole Time Directors including Chairman & Managing Director are Key Managerial Personnel (KMP) and responsible for relevant areas of the Company's operations. All Functional / Whole Time Directors must inform Chairman & Managing Director or Director - Finance of the Company of any event/ information which are material or may possibly be material or of which the KMP is unsure as to its materiality. The event/ information should be reported immediately after a KMP becomes aware of it for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation.

On receipt of communication of material/ potential material event/ information, Chairman & Managing Director or Director - Finance along with the Company Secretary will:

- i. Review event/ information and to take whatever steps necessary to verify its accuracy;
- ii. Apply the quantitative criteria whereby materiality shall become applicable to an event/ information where the value involved or the impact exceeds **20%** of the annual consolidated turnover or **40%** net profit; or exceeds **30%** of the net worth on the basis of the latest audited financial statements of the Company and any major expansion of business plans or execution of new projects of **Rs. 100.00 crore (Rupees one hundred crores only)** and above subject to necessary approvals if required, as applicable.

- iii. Assess whether the event/ information is required to be disclosed to the Stock Exchanges under the Listing Regulations/ in terms of “Clause 5- Criteria for determination of materiality of events/ information” of this Policy.
- iv. Review updating material developments on a regular basis, till such time the event is resolved/ closed.
- v. Review all events or information with respect to subsidiaries which are material for the listed entity.
- vi. Review specific and adequate reply to queries raised by stock exchange(s) with respect to any events or information.
- vii. Apply the Guidance on when an event/ information has occurred.
- viii. Refer matter for external legal advice where they are not certain about materiality of event/ information.

The procedure to be followed in relation to the disclosure/ announcement of material event/ information is as follows:

- a. **Prepare draft announcement to the Stock Exchanges:** If the event/ information is material, the Strategic Business Unit/ Entity Heads of the Company & Heads of Subsidiaries will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner and obtain approval of Chairman & Managing Director or Director - Finance of the Company and submit the announcement to the Company Secretary.
- b. **Make Announcements:** The Compliance Officer on behalf of the Company will make or arrange for making the announcement with the Stock Exchanges as under:
 - i. as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of event or information covered under “Clause 6 -Disclosure of events or information” of this Policy.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.
 - ii. Provided further that disclosure with respect to events specified in sub-clause 4 of Clause 6.A. of this Policy shall be made within thirty (30) minutes of the conclusion of the board meeting.
- c. **Post announcement on website:** After making the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. Such disclosures shall be hosted on the website of the listed entity for a minimum period of five (5) years and thereafter as per the archival policy of the listed entity.

8. Communication of this Policy

The Policy shall come into force with immediate effect. A copy of this Policy shall be circulated to the Board, Senior Management Personnel / Heads of Subsidiaries. All Senior Management Personnel are responsible to report material events or information or possible material events or information in the area of their operation to the concerned functional directors. This Policy shall also be posted on the website of the Company.

9. Effective Date

The Policy as approved by the Board of Directors shall be effective from 11th January, 2019.

10. Website

The Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five (5) years and, thereafter, as per the archival policy of the Company.

11. Contact Details

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Company Secretary and Compliance Officer, who is in charge of administering, enforcing and updating this Policy.

Company Secretary and Compliance Officer

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12. Amendment

The Board (including its duly constituted committees wherever permissible) shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.