

Rupa & Company Ltd.
Policy on Determination of Materiality

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SCOPE AND PURPOSE

The Securities Exchange Board of India, on 2nd September, 2015, has come out with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations, 2015). By virtue of the said Regulations, 2015, [name of the Company] (the “Company”) recognizes the need to frame a policy to determine the material events by testing the materiality as required under Regulation 30 for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

This Policy on Determination of Materiality (the ‘Policy’) has been adopted by the Board of Directors of the Company at its Meeting held on [o].

1. APPLICABILITY

This Policy shall be applicable on all events in the Company, as and when they come under the criteria enumerated in the Policy.

2. DEFINITIONS

2.1. “**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 Company 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 (b) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2.2. “**Agreement**” shall include shareholder agreement, joint venture agreement, family settlement agreement to the extent the same impacts the management and control of the Company and agreement, treaty or contract with media companies, which are binding and not in normal course of business and revision, amendment and termination thereof.

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- 2.3. **“Board”** shall mean the Board of Directors of the Company;
- 2.4. **“Committee”** shall mean a Committee constituted by the Board for the purpose of determination of materiality under this Policy, which shall consist of two or more Key Managerial Personnel of the Company as may be decided by the Board from time to time.
- 2.5. **“Company”** shall mean[name of the Company];
- 2.6. **“Compliance Officer”** shall mean the Company Secretary of the Company;
- 2.7. **“Convertible Security”** means a security which is convertible into or exchangeable with equity shares of the issuer at a later date, with or without the option of the holder of the security and includes convertible debt instrument and convertible preference shares;
- 2.8. **“Designated securities”** means-
- a. Specified securities;
 - b. Non-convertible debt securities;
 - c. Non-convertible redeemable preference shares;
 - d. Perpetual debt instrument;
 - e. Perpetual non-cumulative preference shares;
 - f. Indian Depository Receipts;
 - g. Securitised debt instruments;
 - h. Units issued by mutual funds; and
 - i. Any other securities as may be specified by the Securities Exchange Board of India;
- 2.9. **“Key Managerial Personnel/KMP”** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-
- a. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager;
 - b. Whole-time Director (WTD);
 - c. Chief Financial Officer (CFO);
 - d. Company Secretary (CS).
- 2.10. **“Information or Market Sensitive Information”** shall mean information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities or information which causes the market to maintain the price of security at or about its current level when it would otherwise be expected to move materially in a particular direction, given price movements in the market generally or in the Company’s sector.

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- 2.11. **“Officer”** means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.
- 2.12. **“Promoter”** means as assigned to the term in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- 2.13. **“Stock exchange”** means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956;
- 2.14. **“Specified securities”** means ‘equity shares’ and ‘convertible securities’ as defined under clause (zj) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- 2.15. **“Subsidiary”** means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

3. KEY PRINCIPLES IN DETERMINING MATERIALITY

An information or an event is considered to be material when it is likely to impact the normal price or value of the securities of the Company. Where the price or value of the securities of the Company in the normal course is likely to be affected on the basis of the disclosure of an event or information, such event or information is to be regarded as material. Accordingly, the following events and guidelines shall be considered while testing materiality for disclosure of an event/information:

A. EVENTS WHICH SHALL BE DEEMED MATERIAL

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 Company or any other restructuring;
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 the Company held to consider the following:

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- a. declaration of 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).
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 KMP or by the Company or arrest of KMP or Promoter;
7. Change in directors, KMP, 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 Board of Industrial and Financial Reconstruction 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 Company;
13. Proceedings of Annual and extraordinary general meetings of the Company;
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial results

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made by the Company to analysts or institutional investors;

B.THE FOLLOWING EVENTS SHALL BE CONSIDERED MATERIAL SUBJECT TO THE APPLICATION OF THE GUIDELINES MENTIONED IN CLAUSE (C)

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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C.THE EVENTS AS ENUMERATED IN CLAUSE (B) ABOVE SHALL BE CONSIDERED MATERIAL ONLY ON APPLICATION OF THE FOLLOWING GUIDELINES

1. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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
3. 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, the event / information is considered material.

D. ANY OTHER INFORMATION/EVENT VIZ. MAJOR DEVELOPMENT THAT IS LIKELY TO AFFECT BUSINESS:

Events/ Information that may include but are not restricted to-

- a. Emergence of new technologies;
- b. Expiry of patents;
- c. Any change of accounting policy that may have a significant impact on the accounts, etc.;
- d. Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities;
- e. Any Market Sensitive Information as may be determined the Committee/ Board from time to time;
- f. Any event which in the view of the Securities and Exchange Board of India is material.

4. ADMINISTRATIVE MEASURES

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- 4.1. Unless otherwise decided by the Board, the [designation of KMP] or the Committee of the Key Managerial Personnel constituted for the purpose of determination of materiality for the time being shall be authorized for the purpose of determining materiality of an event or information and making disclosures to the stock exchange.
- 4.2. The Officer (KMP) so designated or the Committee so constituted may also be guided by previous guidance of SEBI or comparable international Regulators about materiality, while expressing a view on whether the information is Market Sensitive.
- 4.3. The Officer/KMP/Committee shall take into consideration totality of factors surrounding the particular information to take a view on whether the information is Market Sensitive or not. Without prejudice to the generality of the above, the Officer/KMP/Committee may consider the following factors in arriving at the decision:
 - 4.3.1. Whether the Information is likely to cause prices of the Company's Specified Securities to move, as a result of the Information, by 10% or more, as the Information comes to public domain;
 - 4.3.2. Whether the Information pertains to a matter which may have an impact on the Company's net worth, as a result of the Information, to be affected by 10% or more;
 - 4.3.3. Whether the Information pertains to a matter which may cause the Company's turnover to move, as a result of the Information, by 10% or more;
 - 4.3.4. Whether the Information pertains to a matter which may cause the assets of the Company, amounting to 10% or more of such assets, to be deployed into an application other than the one where they are currently deployed.
- 4.4. The Officer/KMP/Committee may seek expert advice where so felt necessary as to whether an Information is Market Sensitive or not.
- 4.5. All decisions of the Officer/KMP/Committee will be minuted and preserved for a minimum period of 4 years.
- 4.6. The contact details of any of the members of the Committee shall be disclosed to the stock exchange and also be placed on the Company's website.

5. INTERPRETATION

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, regulation or standard.

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6. GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURRED

- 6.1 The events/information shall be said to have occurred upon approval by the Board e.g. further issue of capital by rights issuance and in certain events/information after approval of both i.e. Board and shareholders that is to say, after the approval of the shareholders of the Company;
- 6.2 The events/ information that may be of price sensitive nature such as declaration of dividends etc., on receipt of approval of the event by the Board, pending Shareholder's approval;
- 6.3 In the events/information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties;

7. DISCLOSURE

The [name of the person authorized] shall observe the following for proper and timely disclosure of any material events/ information as defined hereon:

1. For determining materiality of any event/transaction, reference is to be made to this Policy and the Regulations.
2. Disclosure of the events enumerated in Clause 3(A)(4) above shall be made within 30 minutes of the conclusion of the Board Meeting at which such events were discussed along with the time of commencement and conclusion of the meeting.
3. All other events mentioned under Clause 3(A) and (B) above, other than those mentioned in the foregoing clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of a particular event.
4. The details with regard to any fraud/ default by Directors, Promoter or KMP or by the Company or arrest of any Promoter or KMP shall be disclosed at the time of unearthing of the fraud or occurrence of default/ arrest.
5. The Stock Exchange shall also be intimated further details regarding the same including actual amount of fraud/ default, actual impact of such fraud/ default on the Company and its financials and corrective measures taken thereon.

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6. Disclosure of any material development shall be made on a regular basis of any event, till the time the event is resolved/ closed.
7. The disclosure shall be made with respect to the Company, its KMPs, or Promoters, or ultimate person in control at the time of becoming party to any litigation assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the Company, the outcome of which can reasonably be expected to have an impact.
8. The Stock Exchange shall also be regularly intimated details of any change in the status and/ or any development thereon till the litigation or dispute is concluded and/ or is resolved
9. All the disclosures made to the Stock Exchange under this Policy shall also be disclosed on the Website of the Company and the same shall be hosted for a minimum period of five years.
10. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.

11. AUTHORITY TO MAKE ALTERATIONS

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

By Order of the Board

Place: Kolkata
Date: 05/11/2015

Sd/-
Chairman

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Authority for determination of materiality and disclosure – as approved in Board Meeting held on November 12, 2016

Authority for determination: The Committee of following Key Managerial Personnel of the Company for the purpose of determining materiality of an event or information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015:

Name	Designation	Contact Details
Mr. Kunj Bihari Agarwal	Managing Director	kba@rupa.co.in +91-33-3057 3104
Mr. Ramesh Agarwal	Whole-time Director	ramesh@rupa.co.in +91-33-3057 3105
Mr. Mukesh Agarwal	Whole-time Director	mukesh@rupa.co.in +91-33-3057 3107

Authority for disclosure: In addition to the above, Mr. Kundan Kumar Jha, Company Secretary & Compliance Officer of the Company (Email ID: cs@rupa.co.in; Phone No.: +91-33-3057 3184; Mobile No. +91-9831398276), is severally authorised for the purpose of making disclosures to the Stock Exchange(s) pursuant to the aforesaid Regulation 30.