



POLICY FOR DETERMINATION  
AND DISCLOSURE OF MATERIAL  
EVENT/INFORMATION

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## 1. Preamble

The Policy for Determination and Disclosure of Material Events/Information is framed by the Rolex Rings Limited in pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

## 2. Objective

The primary objectives of this Policy are as under:

- i. To determine the materiality and disclosure of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations;
- ii. To ensure prompt disclosure of material information/event to the stock exchange(s), where the securities of the Company are listed, to promote Investor Confidence in the integrity of the Company and its securities; and
- iii. To provide Shareholders, Investors and the market with timely, direct and equal access to material information issued by the Company to avoid false market in the securities of the Company.

## 3. Definitions

- a) **“Act or the Act”** means the Companies Act, 2013, as amended from time to time.
- b) **“Board of Directors”** or **“Board”** means the Board of Directors of Rolex Rings Limited, as constituted from time to time.
- c) **“the Company”** means Rolex Rings Limited.
- d) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- e) **“Policy”** shall mean Policy for Determination and Disclosure of Material Events/Information, as amended from time to time.
- f) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation, amended from time to time.

#### **4. Criteria for Determination of Materiality of Event or Information**

The Company shall apply the following guidelines for determination of Materiality of Event or Information:

- 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 Board, the event/information is considered material.

#### **5. Disclosure of Material Events or Information**

The Company shall ensure prompt disclosure of all material events/information (that are intended to be made public or are required to be made public as per statutory regulations) to the stock exchange(s), where the securities of the Company are listed, as soon as reasonably possible and not later than 24 (twenty-four) hours from the occurrence of event or information:

Provided that in case the disclosure is made after 24 (twenty-four) hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Provided further that disclosure with respect to events specified in sub-para 4 of "Annexure A" shall be made within 30 (thirty) minutes of the conclusion of the Board Meeting.

The disclosure of Events or Information to the stock exchange(s) shall be made as follows:

- a) The events specified in "Annexure A" of this Policy, on occurrence, will be considered material irrespective of their size, volume, frequency or any other criteria and same be disclosed the stock exchanges where the securities of the Company are listed.

- b) The events specified in “Annexure B” of this Policy and Events or Information with respect to subsidiaries which are material for company shall be disclosed upon application of the guidelines for materiality as per clause 4 of the Policy.
- 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 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.

**6. Responsibility for Determination of Materiality of Event or Information**

Any one of below listed officials of the Company shall be responsible for determining the materiality and prompt disclosure of an event and ensuring overall compliance of this Policy:

Name	Designation	Contact No.	Official Mail ID
Mr. Hiren Doshi	Chief Financial Officer	9824298999	hdoshi@rolexrings.com
Mr. Hardik Gandhi	Compliance Officer	7405619137	compliance@rolexrings.com

**7. Policy Review**

The policy shall be periodically

**Interpretation**

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.

**8. Disclosure**

The Policy is disclosed on Company's website i.e. [www.rolexrings.com](http://www.rolexrings.com).

## Annexure A

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.

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, another company, whether directly or indirectly, such that -
    - a. the Company holds shares or voting rights aggregating to 5 % (five per cent) or more of the shares or voting rights in the said company, or;
    - b. 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 2% (two per cent) 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, held to consider the following:
    - (i) 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;
    - (ii) any cancellation of dividend with reasons thereof;
    - (iii) the decision on buyback of securities;
    - (iv) the decision with respect to fund raising proposed to be undertaken;
    - (v) increase in capital by issue of Bonus Shares through capitalization including the date on which such Bonus Shares shall be credited/dispatched;

- (vi) 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;
  - (vii) short particulars of any other alterations of capital, including calls;
  - (viii) financial results;
  - (ix) 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 key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
  7. Change in directors, key managerial personnel (including 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 BIFR 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 the Company, in brief.
  15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



## **Annexure B**

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 the 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.

In addition to above, it is hereby clarified that whatever is required under Applicable Law will be disclosed by Company accordingly.