

RAMA TELECOM LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT/INFORMATION

Rama Telecom Limited | CIN: L64202WB2004PLC099086 | Registered Office - Kamalalaya Centre, 156A, Lenin Sarani, Room No-302, 3rd Floor, Dharmatala, Kolkata - 700013 | Phone +91 33 4062 7025 | Email: cs@ramatelecom.net | Website: www.ramatelecom.net

Contents

1. Preamble
2. Objective
3. Applicability
4. Definitions
5. Authority
6. Deemed Material Events/Information and Disclosure
7. Determination of Materiality of Event/Information and Disclosure
8. Any Other Information or Event Which Is to Be Disclosed by The Company
9. Website
10. Monitoring and Evaluation of the Policy
11. Version History
12. Annexure A
13. Annexure B

1. Preamble

This Policy has been formulated in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015. All listed companies are required to frame a Policy for Determination of Materiality of an Event/Information, and this Policy is being framed and implemented under the said Regulation.

2. Objective

The Board of Directors of Rama Telecom Limited ("the Company") has adopted this Policy for Determination of Materiality of an Event/Information with the intention to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

Further, the Policy is designed for systematic identification, categorization, review and disclosure to the stock exchanges and hosting on the Company's website and regular updation of the events/information

which may have material bearing on the performance/operation of the Company and, as a result, affect the market prices of the listed securities of the Company.

3. Applicability

This Policy shall come into force from the date of listing of equity shares of the Company on the stock exchange(s).

4. Definitions

In this Policy, unless otherwise expressly mentioned,

"Board of Directors" or "Board" means the collective body of the Directors of the Company;

"Committee" means a Committee of the Board;

"Material event/information" means any decision made by the majority shareholders, decisions made at a members' general meeting or by the Board or a committee or senior management, or any other acts related to the Company's business and operations that could significantly influence:

- the market price of securities issued by the Company; and/or
- an investor's decision to buy, sell or maintain such securities.

However, the same shall not include any decision in the nature of recommendation, advisory or suggestions given by any committee or the Board or the Senior Management.

"Meeting" means a meeting, duly convened and constituted, of the Board or any committee thereof or of the Members of the Company.

"Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding the board of directors, and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director (including chief executive officer, in case they are not part of the Board), and shall specifically include the company secretary and chief financial officer.

5. Authority

The Managing Director/Whole-Time Director, Chief Financial Officer and Company Secretary/Compliance Officer of the Company shall, any 2 jointly, in consultation with the Senior Management (where required), determine the materiality of an event or information and shall make necessary disclosures to the Stock Exchange(s).

Contact details of the Authorized Persons shall be disclosed to the Stock Exchange(s) and also provided on the website of the Company.

6. Deemed Material Events/Information and Disclosure

Events or information specified under Regulation 30(2) in Part A (Para A) of Schedule III to the Listing Regulations will be deemed to be material events/information and will be disclosed as per the Listing Regulations, irrespective of application of the materiality criteria. (List of events attached as Annexure-A to this Policy).

The Company shall disclose all such events or information as specified in Part A of Schedule III of the Listing Regulations not later than 24 hours from the occurrence of such event or information. In case the

disclosure is made after 24 hours of the occurrence of such event or information, the Company shall, along with such disclosure, provide an explanation for such delay.

However, events or information specified in Sub-Para 4 of Para a of Part a of Schedule III of the Listing Regulations shall be disclosed within such time limit as may be prescribed under the Listing Regulations from time to time.

7. Determination of Materiality of Event/Information and Disclosure

1. Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information. In order to ascertain whether a particular event/information is material in nature, the materiality criteria as under will be applied, subject to the Quantitative factor mentioned below:

- the omission of an event or information which is likely to result in a discontinuity or alteration of an event already available publicly; or result in significant market reaction if the said omission came to light at a later date;
- any event or information having a significant risk to the reputation of the Company;
- in the opinion of the Board of Directors of the listed entity, the event/information ought to be disclosed.

2. Quantitative Factor for Determining Materiality

1. A transaction is considered to be material if it is Rs. 100 Crore or more, or equal to 10% of the annual consolidated turnover or 10% of the total net worth, whichever is higher, such turnover/net worth to be based on the latest audited annual financial statements of the Company, and shall be taken as a trigger.
2. Events specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company based on the materiality criteria in Point 1 and Point 2 above (List of events attached as Annexure-B to this Policy).
3. In determining materiality, a number of factors such as the nature of the information, prevailing market conditions, general business practices, industry scenario, business outlook, etc. shall be taken into consideration.
4. The Company will disclose Material Information concerning the business and affairs of the Company to the public immediately, except where permitted by law and when otherwise required for the purpose of maintaining the confidentiality of the information.
5. The extent of the disclosures will depend upon the stage of discussions, studies, or negotiations.

8. Any Other Information or Event Which Is to Be Disclosed by The Company

Events of the Company to which neither Para A nor Para B of Schedule III apply should be disclosed if such events are considered material by the Company based on the determination of Materiality criteria above. The Company shall disclose major developments that are likely to affect its business, e.g., emergence of new technologies (including in optical fiber, networking, or telecom infrastructure), any change of accounting policy that may have a significant impact on the accounts, etc., and any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid the creation of a false market for equity shares of the Company.

The Company may, at its own discretion, confirm or deny any reported event or information to the stock exchange(s).

9. Website

The Company shall disclose on its website all such events or information which have been disclosed to the Stock Exchange(s) as stated above, and such disclosures shall be hosted on the website of the Company for a period of 5 (five) years and thereafter as per the Policy for Preservation of Documents & Archival Process of the Company.

10. Monitoring and Evaluation of the Policy

The Policy shall be subject to review by the Board. Any amendment made to the Policy as deemed necessary from time to time, in accordance with regulatory requirements/amendments or otherwise, shall be reported to the Board for approval and noting at a meeting of the Board.

In the event of any conflict between the provisions of this Policy and the Act or regulations or any other statutory enactments, the provisions of such Act or regulations or statutory enactments would prevail over the Policy, and the provisions of the Policy would be modified in due course to make them consistent with law.

11. Version History

Sr. No.	Version	Created by	Reviewed and Recommended by	Approved By	Amendment Summary
1	1.0	Secretarial	NA	Board of Directors	NA

ANNEXURE A

Same as Para A of Part A of Schedule III

Events or information which shall be disclosed without any application of the guidelines for Materiality as specified in sub-regulation (4) of Regulation 30:

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. - 'Acquisition' shall mean -

- acquiring control, whether directly or indirectly; or,
 - acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that 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 there has been a change in holding from the last disclosure and such change exceeds 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 credit rating(s);
 4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - 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;
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising proposed to be undertaken;
 - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - 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;
 - short particulars of any other alterations of capital, including calls;
 - financial results;
 - decision on voluntary delisting by the Company from stock exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of the end of the meeting for the day on which it has been considered.

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 the 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 (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer.

(A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of the auditor, as given by the said auditor, shall be disclosed by the listed entity to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

(B) Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entity:

- Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entity to the stock exchanges.
- The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
- The confirmation as provided by the independent director above shall also be disclosed by the listed entity to the stock exchanges along with the detailed reasons as specified above.

8. Appointment or discontinuation of share transfer agent;

9. Resolution plan/Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

- Decision to initiate resolution of loans/borrowings;
- Signing of Inter-Creditors Agreement (ICA) by lenders;
- Finalization of Resolution Plan;
- Implementation of Resolution Plan;
- Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.

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. (a) Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors. Explanation: For the purpose of this clause, 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

- the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.

The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021, and mandatory with effect from April 01, 2022.

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:

- Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
- Public announcement made pursuant to order passed by the Tribunal under section 13 of the Insolvency Code;
- List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- Appointment/Replacement of the Resolution Professional;
- Prior or post-facto intimation of the meetings of Committee of Creditors;
- Brief particulars of invitation of resolution plans under section 25(2)(h) of the Insolvency Code in the form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- Number of resolution plans received by the Resolution Professional;
- Filing of resolution plan with the Tribunal;
- Approval of resolution plan by the Tribunal or rejection, if applicable;
- Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including pre and post net-worth, details of assets post CIRP, securities/liabilities imposed, shareholding pattern, funds infused, additional liability on incoming investors, impact on investors, names of new promoters/KMPs, and brief description of business strategy;
- Any other material information not involving commercial secrets;
- Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- Quarterly disclosure of the status of achieving the MPS;
- The details as to the delisting plans, if any, approved in the resolution plan.

17. Initiation of Forensic audit: In case of initiation of forensic audit (by whatever name called), the following disclosures shall be made to the stock exchanges by the listed entity:

- The fact of initiation of forensic audit along with the name of the entity initiating the audit and reasons for the same, if available;
- Final forensic audit report (other than for forensic audit initiated by regulatory/enforcement agencies) on receipt by the listed entity, along with comments of the management, if any.

ANNEXURE BSSS

Same as Para B of Part A of Schedule III

Events which shall be disclosed upon application of the guidelines for Materiality as specified in sub-regulation (4) of Regulation 30:

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, including significant telecom, datacom, or railway/infrastructure project contracts;
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in the 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;
13. Any other information viz. major developments that are likely to affect the business, e.g., emergence of new technologies and change in accounting policies that may have significant impact on the accounts.
