ROTOMAG ENERTEC LIMITED

(Formerly known as "Rotomag Motors and Controls Private Limited")

(U34100GJ1993PLC020063)

POLICY ON
DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS OR INFORMATION

1. REGULATORY FRAMEWORK

1.1 This policy on determination and disclosure of materiality of events or information ("**Policy**") of Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Pvt. Ltd.) ("the **Company**") has been prepared and adopted in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**").

1.2 Regulation 30(1) of the Listing Regulations requires the Company to make disclosures to the stock exchanges of any events or information, which in the opinion of the Board of Directors of the Company, is material.

1.3 Regulation 30(4) of Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for onward disclosure to stock exchanges based on the materiality criteria as specified in the said regulation and set out in this Policy.

1.4 This Policy has been approved and adopted by the Board of Directors ("**Board**") of the Company pursuant to the meeting of the Board dated **12th June 2025.** The Compliance officer shall intimate to Stock exchange pertaining to materiality of event.

2. OBJECTIVES OF THIS POLICY

2.1 To define the principle and guidelines for determining the materiality of an event or information; and

2.2 This Policy is intended to circulate and disseminate such event (s) or information(s) which in the view of the Board of Directors and the SEBI as defined hereinafter, is material for the purpose of protecting and safeguarding the interest of the Company and its stakeholders, by putting all of them on the same footing and to prevent insider trading, thereby enabling and promoting greater transparency. It is essential that timely, adequate and accurate disclosure of information is made on an ongoing basis to enable the stakeholders or investors to make well-informed investment decisions. It is also important that there is uniformity in disclosures to ensure compliance in letter and spirit.

➢ DEFINITIONS:

(a) **"Act"** means the Companies Act, 2013 and rules made thereunder, as amended from time to time.

(b) **"Board of Directors" or "Board"** means collectively the Directors of the Company.

(c) **"Policy"** means this policy on determination of materiality of events/information, as amended from time to time.

(d) **"Stock Exchanges"** means National Stock Exchange of India Limited and BSE Limited.

(e) "Key Managerial Personnel" has the same meaning ascribed to it under the Act.

(f) **"Listing Regulations**" means Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended thereto from time to time.

3. DETERMINATION OF MATERIALITY OF EVENT OR INFORMATION

3.1 Events specified in **Annexure A** of this policy are deemed to be material events and the Company shall make disclosures of such events in terms of the provisions of the Listing Regulations.

3.2 Materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event. The Company shall consider the following criteria for determination of materiality of events/ information:

i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

ii. 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;

iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

a. two percent of turnover, as per the last audited consolidated financial statements of the Company;

b. two percent of net worth, as per the last audited consolidated financial statements of the Company (except in case the arithmetic value of the net worth is negative);

c. 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 Company

iv. In case where the criteria specified in sub-clauses (i), (ii) and (iii) are not applicable, an event/information may be treated as being material if in the opinion of the Board, the event / information is considered to be material based on the

criteria for determination of materiality of event or information given under this Policy.

3.3 The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

3.4 Where it would be difficult to report the event based on qualitative criteria as stated in points (i) and (ii) of clause 4.1 above, the same may be considered material for disclosure, upon meeting materiality thresholds as mentioned herein below:

I. For points (i) to (viii) of the scope stated in Clause 5 herein below, if it exceeds ten percent of the income, profit before tax or net worth, as may be applicable;

II. For fraud/defaults (point (ix) of the scope), involving financial impact of Rs. 5 crores or more;

III. For options to purchase of securities, including ESOP/ESPS Scheme, if any, (point (x) of the scope), amounting to two percent of post-issue equity share capital of the Company.

The above thresholds shall be determined on the basis of latest annual audited standalone financial statement of the Company and will be in line with SEBI Listing Regulations.

3.5 In terms of Listing Regulations, the Board of Directors of the Company has to authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchanges and the contact details of such personnel shall be also disclosed to the stock exchanges as well as on the Company website. The Board of Directors of the Company has authorized the Company Secretary or in their absence Chief Financial Officer.

The respective heads of various departments who are responsible for relevant areas of the Company's operations to which any item of information relates to any event / information which is material as defined in this Policy must be reported to the Company Secretary of the Company.

4. SCOPE

The Company is required to apply the above-mentioned criteria for determination of materiality of the events/information mentioned below:

i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

ii. 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).

iii. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

iv. Agreements (viz. loan agreement(s) 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.

v. 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.

vi. Effect(s) arising out of change in the regulatory framework applicable to the Company.

vii. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.

viii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company which has or may have an impact on the Company.

x. Options to purchase securities including any ESOP/ESPS Scheme.

xi. product launch .

xii. Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.

xiii. Capacity addition.

xiv. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

xv. Any other information/event viz. major development that is likely to affect business, e.g. 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 their position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by the Board of Directors of the Company, from time to time in accordance with SEBI Listing Regulations.

5. DISCLOSURES TO THE STOCK EXCHANGES

5.1 The Company shall first disclose events or information which are material in terms of this Policy and the Listing Regulations to the stock exchanges all events or information which are material in terms of the provisions of the Listing Regulations 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 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.

5.2 Disclosures with respect to events for which timelines have been specified in Annexure A of this Policy, shall be made within such timelines.

5.3 The Company shall, with respect to disclosures referred to in this Policy and the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

6. DISCLOSURES ON THE WEBSITE OF THE COMPANY

The Company shall disclose on its website all such events or information which has been disclosed to stock exchanges pursuant to this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

7. CLARIFICATIONS

The Company shall provide specific and adequate reply to all queries raised by stock exchanges with respect to any events or information. Provided that the stock exchanges shall disseminate information and clarification as soon as reasonably practicable.

8. AMENDMENT

8.1 Any amendment in this Policy may be carried out with the approval of the Board of Directors of the Company.

In case any amendment(s), clarification(s), circular(s) and guideline(s) issued by Securities and Exchange Board of India/Stock Exchanges, that is not consistent with the requirements specified under this Policy, then the provisions of such amendment(s), clarification(s), circular(s) and the guideline(s) shall prevail upon the requirements hereunder and this Policy shall stand amended accordingly effective from the date as laid down under such amendment(s), clarification(s), circular(s) and guideline(s). Such amendments shall be brought to the attention of the Board of Directors.

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ANNEXURE A: Events 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 or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company 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. New Rating(s) or Revision in Rating(s).

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the exchanges, within 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 Company from stock exchanges:

(Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of 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 normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiary among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the stock exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:

   Provided however, such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of the Listing Regulations.

7. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad. For this purpose, (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003; and (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

8. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.

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

10. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:

    i. The letter of resignation along with detailed reasons for the resignation as given by the said director

ii. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.

iii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.

iv. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (iii) above.

11. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.

12. In case the Managing Director or Chief Executive Officer of the Company is indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

13. Appointment or discontinuation of share transfer agent.

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

    i. Decision to initiate resolution of loans/borrowings;

    ii. Signing of Inter-Creditors Agreement (ICA) by lenders;

    iii. Finalization of Resolution Plan;

    iv. Implementation of Resolution Plan;

    v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.

15. One time settlement with a bank.

16. Winding-up petition filed by any party / creditors.

17. 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.

18. Proceedings of Annual and extraordinary general meetings of the Company.

19. Amendments to memorandum and articles of association of Company, in brief.

20. Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.

21. 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:

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

    ii. the transcripts of such calls shall be made available on the website of the Company within five working days of the conclusion of such calls.

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

    i. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

    ii. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;

    iii. Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;

    iv. Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

    v. 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;

    vi. Appointment/ Replacement of the Resolution Professional;

    vii. Prior or post-facto intimation of the meetings of Committee of Creditors;

    viii. Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

ix. Number of resolution plans received by Resolution Professional;

x. Filing of resolution plan with the Tribunal;

xi. Approval of resolution plan by the Tribunal or rejection, if applicable;

xii. Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:

a. Pre and Post net-worth of the company;

b. Details of assets of the company post CIRP;

c. Details of securities continuing to be imposed on the companies' assets;

d. Other material liabilities imposed on the company;

e. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;

f. Details of funds infused in the company, creditors paid-off;

g. Additional liability on the incoming investors due to the transaction, source of such funding etc.;

h. Impact on the investor –revised P/E, RONW ratios etc.;

i. Names of the new promoters, keymanagerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;

j. Brief description of business strategy.

xiii. Any other material information not involving commercial secrets.

xiv. Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;

xv. Quarterly disclosure of the status of achieving the MPS

xvi. The details as to the delisting plans, if any approved in the resolution plan.

23. 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 Company:

i. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;

ii. Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

24. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of Listing Regulations and is not already made available in the public domain by the Company.

25. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:

i. search or seizure; or

ii. re-opening of accounts under provisions of the Act; or

iii. investigation under the provisions of the Act along with the following details pertaining to the actions(s) initiated, taken or orders passed

a. name of the authority;

b. nature and details of the action(s) taken, initiated or order(s) passed;

c. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;

d. details of the violation(s)/contravention(s) committed or alleged to be committed;

e. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

26. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company in respect of the following:

iv. suspension;

v. imposition of fine or penalty;

vi. settlement of proceedings;

vii. debarment;

viii. disqualification;

ix. closure of operations;

x. sanctions imposed;

xi. warning or caution; or

xii. any other similar action(s) by whatever name called along with the following details pertaining to the actions(s) initiated, taken or orders passed:

a. name of the authority;

b. nature and details of the action(s) taken, initiated or order(s) passed;

c. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority

d. details of the violation(s)/contravention(s) committed or alleged to be committed;

e. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible;

27. Voluntary revision of financial statements or the report of the board of directors of the Company under the Act.

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