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**RESTILE CERAMICS LIMITED**  
**POLICY ON**  
**DETERMINATION OF MATERIALITY OF**  
**EVENTS**

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## 1. INTRODUCTION:

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchange. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Record retention and Archival Policy.

## 2. OBJECTIVES:

The Objectives of this Policy are as follows: -

- a. To ascertain the requirement for disclosure of events/information to the Stock Exchanges;
- b. To determine the materiality of events or information of the Company based on criteria specified under Regulation 30 read with Schedule III [Part A and Part B Part C] of the Listing Regulations and to ensure that such information is adequately disseminated to the Stock Exchange;
- c. To ensure good corporate governance;
- d. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information;
- e. To protect the confidentiality of Material/Price sensitive information within the context of the Company's disclosure obligations.

## 3. DEFINITIONS:

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below and shall be construed accordingly: -

- **"Board"** means the Board of Directors of the Restile Ceramics Limited.
- **"Compliance officer"** shall mean the Company Secretary of the Company.
- **"Key Managerial Personnel"** means key managerial personnel as defined under Section 2(51) of the Companies Act, 2013.
- **"Subsidiary"** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Listing Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956,

the Depositories Act, 1996 and/or the rules and regulations made thereunder 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.

#### **4. GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION:**

- 4.1 The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- 4.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 4.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

#### **5. DISCLOSURE OF EVENTS OR INFORMATION:**

Any transaction, event or information relating to the Company that might fall within the scope, as specified above, is required to be reported immediately by the employees of the Company to the Directors, Chief Financial Officer and Company Secretary/ Compliance Officer, Authorized Person(s) who are severally authorized by the Board for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s).

In case the relevant Authorized Person is not certain regarding the materiality of an event or any information, he/she may seek external legal advice.

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on Company's website. The relevant Authorized Person(s) would follow the disclosure process and timelines as provided in Regulation 30 of the Listing Regulations for disclosure of the material event or information, i.e. the disclosure(s) as required under the Listing Regulations will be made within 30 minutes of the conclusion of the Board Meeting or within 24 hours from the time the event occurred or the officer(s) becomes aware of the event or information, as applicable.

The Company will, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved or closed, with relevant explanations.

**Contact details of Key Managerial Personnel who are authorized to determine materiality of an event or information and make disclosure to the Stock Exchange(s) pursuant to Regulation 30(5) of the Listing Regulations:**

<b>Name</b>	Mr. Viren Rathod	Mr. Tribhuvan Simh Rathod	Ms. Palak Kumari
<b>Designation</b>	Managing Director	Chief Financial Officer	Company Secretary and Compliance Officer
<b>E-mail Address</b>	viren@bgcl.com	tarathod@yahoo.com	cs@restile.com

## **6. POLICY REVIEW, LIMITATION & AMENDMENT:**

The right to interpret / amend / modify this policy vests in the Board of Directors of the Company.

In the event of any conflict between the provisions of this Policy and the Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Any Amendment to Listing Regulations or any other statutory enactments or rules, same shall mutatis mutandis be Deemed to have been incorporated in this Policy.

## **7. RETENTION OF DOCUMENTS:**

The Company will disclose on its website all such events or information which have been disclosed to Stock Exchanges and such disclosures will be available on the website for a minimum period of five years, and thereafter as per the archival policy of the Company.

## **8. DISCLOSURE OF POLICY:**

This Policy shall be disclosed on the website of the Company and a copy of the Policy shall also be circulated to the Directors, employees, functional heads, head of Departments of the Company.

## **9. AMENDMENT:**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or Applicable Law.

**10. INTERPRETATION:**

In any circumstance where the terms of this Policy differ from any Applicable Law governing the Company, such Applicable Law will take precedence over this Policy and the procedures there under until such time as this Policy is modified in conformity with the Applicable Law.

***The revised policy has been adopted by the Board of Directors on 21<sup>st</sup> day of February, 2023, and shall come into force with immediate effect. Subsequent amendments have been made as applicable.***

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