

ramco

RAMCO SYSTEMS LIMITED

**POLICY ON DISCLOSURE OF
MATERIAL EVENTS AND
INFORMATION**

POLICY ON DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

[Under Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Statutory Mandate

- 1.1 The Board of Directors (The “Board”) of Ramco Systems Limited (the “Company”) has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy.
- 1.2 This Policy will be applicable to the Company with effect from 1 December, 2015 and is in terms of Regulation 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

2. Policy Objective and Scope

- 2.1 The purpose of this document is to present a policy statement for the Company regarding disclosure of material events / information in accordance with the provisions of LODR and to determine the events and information which in the opinion of the Board are so material and needed to be disclosed to the Stock Exchanges as per the time span hitherto defined.
- 2.2 The policy is intended to define on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company in making decisions and regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.
- 2.3 The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.
4. Definitions
 - 4.1 "Audit Committee or Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time under provisions of SEBI LODR, 2015, and/or the Companies Act, 2013.
 - 4.2 "Board of Directors or Board" means the Board of Directors of Ramco Systems Limited, as constituted from time to time.
 - 4.3 "Company" means "Ramco Systems Limited".
 - 4.4 "Policy" means Policy on Disclosure of Material Events / Information.
 - 4.5 "Material Events" are those that are specified in Para A of Part A of Schedule III of the LODR.
 - 4.6 "Other Events" are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation
 - 4.7 "LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - 4.8 "Key Managerial Personnel" (KMP) of the Company includes Managing / Whole-time Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange.

5. Policy

5.1 CATEGORY A

Events / Decisions considered Material which need to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting / happening of the event:

- a. Acquisition, (including agreement to acquire), Scheme of Arrangement including amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary or any other restructuring;
- b. 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, redemption of securities etc.;
- c. Shareholder agreement, Joint Venture, Family settlement agreement to the extent that it impacts Management and Control of the Company, agreement / treaty / contract with media companies not in the normal course of business;
- d. Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter;
- e. Reference to BIFR and winding-up petition filed by any party / creditors;
- f. Revision in ratings;
- g. Change in Directors, key managerial personnel, Auditor and Compliance Officer;
- h. Appointment and discontinuance of share transfer agent;
- i. Corporate debt restructuring;
- j. One time settlement with bank;

- k. 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;
- l. Proceedings of the Annual or Extra Ordinary General Meeting;
- m. Amendments to Memorandum and Articles of Association;
- n. Schedule of Analyst or Institutional Investor Meet and presentations on financial results made by the Company to Analysts or Institutional Investors;

Note: If the Company is not in a position to inform the stock exchanges within 24 hours of the occurrence of the event, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

5.2 CATEGORY B

Decisions of the Board of Directors considered Material which need to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting are:

- 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. Cancellation of dividend with reasons thereof;
- c. Decision on buyback of securities;
- d. Decision with respect to fund raising proposals 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).

5.3 CATEGORY C

Based on the application of the criteria for materiality as specified in Clause 6, information on the following events shall be disclosed, as determined by the Key Managerial Personnel.

- a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
- b. 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);
- c. Capacity addition or product launch;
- d. Awarding, bagging, receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
- e. 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;
- f. Disruption of operations of any one or more units or division due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
- g. Effect(s) arising out of change in the regulatory framework applicable to the Company;

- h. Litigation(s) / dispute(s) / regulatory action(s) with impact;
- i. Fraud/defaults etc. by Directors, Key Managerial Personnel or Employees of the Company;
- j. Options to purchase securities including any ESOP/ESPS Scheme;
- k. Giving of guarantees or indemnity or becoming a surety for any third party;
- l. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- m. 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. Criteria for disclosure of events / information under Clause 5.3

- i. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.
- 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. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

An event / information are considered to be material, if it is likely to result in one or more of the following impacts:

- (a) impact of 10% or more on the gross turnover or revenues or total income or impact of 20% of the net worth, both as per the last consolidated financial statements of the Company whichever is lower;

(b) in case where (a) is not applicable, based on the opinion of the Managing Director / Chief Executive Officer taking in to consideration the following:

(i) Impact on the reputation of the Company, its brand, goodwill etc.

(ii) Business interest of the Company

7. Authority for determination of Materiality of events / information

7.1 The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Executive Officer, Chief Finance Officer and the Company Secretary are hereby jointly and severally authorised to determine whether the event / information is material or not and in turn about its timeline for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

8. Website Updation / Updates to stock exchanges

8.1 The Company shall update all disclosures made under the policy to the stock exchanges in its website and shall continue to host in the website for a minimum period of five years and thereafter archived as per web archival policy of the Company.

8.2 The Key Managerial Personnel of the Company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

9. Disclosure of events / information on Subsidiaries

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

10. Authorisation to KMPs to suo moto accept / deny reported event or information

10.1 The Key Managerial Personnel of the Company jointly and severally are authorised to provide adequate reply to all queries raised by stock exchanges with respect to any events / information and may on their own initiative also, confirm or deny any reported event or information to stock exchange(s).

11. Compliance Officer

11.1 The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

12. Policy Review

12.1 This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.
