



Rajasthan Cylinders And Containers Ltd

(Regd. Office: SP – 825, Road No. 14, V K I Area, Jaipur -302013)

TEL. : 91-141-2331771-2 ; FAX : 91-141-2330810 ; e – Mail : info@bajoriagroup.in

CIN No. : L28101RJ1980PLC002140 ; Website : www.bajoriagroup.in

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION (EFFECTIVE FROM DECEMBER 1, 2015)

I. PREAMBLE

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed entity is required to frame a policy for determination of materiality of events /information. Consequently, the Board of Directors of “Rajasthan Cylinders And Containers Ltd” (the Company) has adopted this Policy for determination of Materiality of Events/Information (this Policy) at its meeting held on November 07, 2015. This Policy is effective from December 1, 2015.

II. DEFINITIONS AND INTERPRETATIONS

“Board” shall mean the Board of Directors of the Company.

“Company” shall mean “Rajasthan Cylinders And Containers Ltd”.

Unless the context otherwise requires, words or expressions contained in this Policy and not defined here, shall bear the same meaning as in the Listing Regulations and in absence of its definition/explanation/meaning therein, as per the Companies Act, 2013 (including rules made there under), as the case may be.

Words including the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, includes the feminine and neuter gender.

III. OBJECTIVE OF THE POLICY

The Company is a listed entity and is obliged to comply with the disclosure requirements under the Listing Regulations.

The objective of this Policy is to lay down the criterion for determination of materiality of events/information which shall be disclosed to the stock exchanges where the equity shares of the company are listed.

IV. CRITERION FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION (TEST OF MATERIALITY)

The following criterion shall be considered for determination of materiality of events/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;



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(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 of directors of listed entity, the event / information is considered material.

V. MATERIAL EVENTS TO BE DISCLOSED

A. The following events shall be deemed to be material for the purpose of disclosing to the Stock Exchanges and the Company shall make disclosure of such events without application of any materiality criterion :-

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 listed entity 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, a company, whether directly or indirectly, such that –

(a) the listed entity holds shares or voting rights aggregating to 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 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: The listed entity shall disclose to the Exchange(s), 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 72 capitalization including the date on which such bonus shares shall be credited/dispatched;



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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 listed entity 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 listed entity), 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 listed entity 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.

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 listed entity.

13. Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

B. The following events will need to be disclosed, if considered material i.e. if they meet the test of materiality :-

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



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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 73 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 listed entity 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 listed entity

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

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.

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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

D. Any other event/information which is available with the Company and not indicated in Para A or Para B of Part A of Schedule III of the Listing Regulations, but which may have material effect on it.

All the other events except Event No. V. A. (4) shall be intimated to the Stock Exchanges as soon as possible but not later than twenty four hours from the occurrence of the event/information. However, Outcome of Board Meeting as specified in V. A. (4) above shall be intimated within thirty minutes from the conclusion of the Board Meeting. Once it is decided that an event is material, the requirements of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, as may be amended, will have to be followed for the purpose of reporting the details of material events to the stock exchanges.

VI. AUTHORITY FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE(S) UNDER THE REGULATION



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The Managing Director, the Whole Time Director, the Company Secretary and the Chief Financial Officer of the company are authorized severally to determine materiality of an event or information and for making disclosure to the Stock Exchanges.

VII. UPDATES

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

The Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the company for a minimum period of 5 years* from the date of such event/information is posted and thereafter as per the archival policy of the company.

* or such other limit or time period as may be prescribed under Regulations 2015 from time to time.

VIII. Review

The Board may review this Policy as and when it deems appropriate. This Policy is being formulated keeping in mind the applicable laws, rules, regulations and standards in India. If there is any amendment in such laws, rules, regulations and standards, allowing or relaxing what was previously not allowed under any laws, rules, regulations and standards, then this policy shall be deemed to have been amended to the extent of such amendment. Also, if due to subsequent amendment in the laws, this Policy or any part thereof becomes inconsistent with the law, the provisions of law will prevail and this policy shall be deemed to be amended to that extent.

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