



## **RUSHIL DÉCOR LIMITED**

**Regd. Office:** S. No. 125, Near Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, District: Gandhinagar- 382845 Gujarat, India. **CIN:** L25209GJ1993PLC019532  
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### **POLICY FOR DETERMINATION OF MATERIALITY AS PER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

#### **1. INTRODUCTION**

The Board of Directors (the “Board”) of Rushil Decor Ltd (the “Company”) has adopted the following policy and procedures with regard to disclosures of any events or information which is material. This policy shall be applicable to the Company with effect from 1<sup>st</sup> December, 2015. This Policy was approved and adopted by the Board of Directors in their meeting held on 7<sup>th</sup> November, 2015.

#### **2. OBJECTIVE**

This policy deals with determination of materiality, based on criteria specified in sub-regulation (4) of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said sub regulation states that “The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website.”

Thus, the purpose of this policy is the determination of materiality of events or information that to be published or disclosed.

#### **3. DEFINITIONS**

- 3.1 “Act” means Companies Act, 2013 read with Rules framed there under.
- 3.2 “Board of Director” or “Board” means the Board of Directors of Rushil Décor Limited, as constituted from time to time.
- 3.3 “Company” means Rushil Décor Limited.
- 3.4 “Listing Regulation” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as prescribed by SEBI on 2<sup>nd</sup> September, 2015.

All the words and expressions used in this policy, unless otherwise defined in this policy, shall have meaning respectively assigned to them under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

Company shall consider the following criteria for determination of materiality of events / information:

##### **QUALITATIVE:**

- (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;
- (c) In case where the criteria specified in sub-clauses (a) and (b) above 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.

##### **QUANTITATIVE:**

Quantitative criteria to determine materiality shall become applicable to an event / information:

- a. where the value involved or the impact exceeds 5% of the gross turnover or revenue or total income; or exceeds 20% of the net worth (lower threshold shall be taken as a trigger);
- b. the above threshold shall be determined on the basis of audited consolidated financial statements of last audited financial year.

In case where the criteria specified in clauses I and II are not applicable, an event/information may be treated as being material if in the opinion of the Key Managerial Personnel(s) of the Company i.e. Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company and/or the Board of Directors, the event / information is considered material.

For the purpose of sub-clauses I and II, Key Managerial Personnel(s) of the Company i.e. Managing Director, Whole-time Director, Chief Executive Office, Chief Financial Officer and Company Secretary of the Company shall be authorized to determine materiality of events/information and inform the same to the Stock Exchanges on which the shares of the Company are Listed.

The Contact number of the person authorized to determine materiality of events/information is also available on the website of the Company.

#### **5. EVENTS / INFORMATION WHICH SHOULD BE DISCLOSED**

##### **A. EVENTS THAT HAVE TO BE NECESSARILY DISCLOSED WITHOUT APPLYING ANY TEST OF MATERIALITY:**

Following events / information are deemed to be material and Company shall make disclosure of such events / information without applying any test of materiality:

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;
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) - details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the listed entity or to any fixed deposit program or to any scheme or proposal of the listed entity involving mobilization of funds whether in India or abroad.
4. Outcome of meetings of the board of directors held to consider or decide the following. This information is to be submitted to the Stock exchange(s) within 30 minutes of the closure of the meeting. The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.
  - 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 would 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 newshares 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 listed entity from stock exchange(s);

If in case the board meeting is being held for more than one day, then 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 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 the listed entity or arrest of key managerial personnel or promoter;

6.1 At the time of unearthing of fraud or occurrence of the default / arrest

6.2 Subsequently intimate the stock exchange(s) further details regarding the fraud/default/arrest including

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
  - In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
  - In case of resignation of an independent director, the Company shall within seven days from the date of resignation, disclosed to the stock exchanges, the following disclosures:
    - 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 to the stock exchanges along with the disclosures as specified in point (i) and (ii) above.
8. Appointment or discontinuation of share transfer agent;
9. Corporate debt restructuring (“CDR”);
10. One time settlement (OTS) 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 Company;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
  - (i) 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:

- a) 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;
- b) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

16. Any other matter as mentioned in the Listing Regulations.

**B. EVENTS THAT SHOULD BE DISCLOSED BY THE COMPANY, IF CONSIDERED MATERIAL:**

The Company shall make disclosure of events specified below, based on application of the criteria for materiality, as specified in this policy.

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:
  - 2.1 arrangements for strategic, technical, manufacturing, or marketing tie-up
  - 2.2 adoption of new line(s) of business
  - 2.3 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
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and 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.:
  - 6.1 At the time of occurrence
  - 6.2 Regularly, till complete normalcy is restored
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
  - 8.1 At the time of occurrence
  - 8.2 Regularly till the litigation is concluded or dispute is resolved

9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the Company

9.1 At the time of unearthing of fraud or occurrence of the default/arrest

9.2 Subsequently intimate the stock exchange(s) further details regarding the fraud/default

10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options

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

## 6. AUTHORITY FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION

The board of directors of the Company has severally authorized to Mr. Krupesh G. Thakkar and/or Mr. Rushil K. Thakkar, Directors and/or Mr. Keyur M. Gajjar, Chief Executive Officer and/or Mr. Hiren B. Padhya, Chief Financial Officer and/or Mr. Hasmukh K. Modi, Company Secretary of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this policy and Listing regulation.

The contact detail of these authorised personnel is as follows which is disclosed to the stock exchange(s) and also available on the Company's website at [www.rushil.com](http://www.rushil.com).

Sr. No	Name of Key Managerial Personnel	Designation	Contact No.	Email ID
1.	Mr. Krupesh G. Thakkar	Chairman and Managing Director	079 61400 400	<a href="mailto:krupesh@rushil.com">krupesh@rushil.com</a>
2.	Mr. Rushil K. Thakkar	Whole Time Director	079 61400 400	<a href="mailto:rkt@rushil.com">rkt@rushil.com</a>
3.	Mr. Keyur M. Gajjar	Chief Executive Officer	079 61400 400	<a href="mailto:keyur@rushil.com">keyur@rushil.com</a>
4.	Mr. Hiren B. Padhya	Chief Financial Officer	079 61400 400	<a href="mailto:hiren.padhya@rushil.com">hiren.padhya@rushil.com</a>
5.	Mr. Hasmukh K. Modi	Company Secretary & Compliance officer	079 61400 400	<a href="mailto:ipo@rushil.com">ipo@rushil.com</a>

## **7. DISCLOSURE OF INFORMATION WITH TIME LIMIT:**

- a) The Company shall first disclose to stock exchange(s) of all events, as specified in Part A of above point no. 5 (events that have to be necessarily disclosed without applying any test of materiality), or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information
- b) In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay to the stock exchanges
- c) Further, disclosure with respect to events specified in sub-para 4 of Part A of above point no. 5 shall be made within thirty minutes of the conclusion of the board meeting.
- d) The Company shall, with respect to disclosures referred to in this policy and Listing Regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with relevant explanations.
- e) The Company shall disclose on its website [www.virlaminate.com](http://www.virlaminate.com) all such events or information which has been disclosed to stock exchange(s) under this policy or Listing Regulation, 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.
- f) The Company shall disclose all events or information with respect to subsidiaries, if any, which are material for the Company.
- g) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

## **8. AMENDMENT AND UPDATES**

- a) The Board shall have the power, subject to applicable laws, to amend any of the provisions of this POLICY, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.
- b) The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there is any statutory changes necessitating the amendment in the policy. If there is any inconsistency between the terms of this policy and the provisions of the Companies Act, 2013 read with Rules framed there under, Listing Regulation, Circulars, Notifications etc. issued by the Regulatory authorities then the provisions of the Act, Rules, Regulation etc. will prevail over the terms of this policy.
- c) The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

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