

**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION FOR
DISCLOSURE TO STOCK EXCHANGES**

Effective August 14, 2024

1 PREFACE

- 1.1. The Board of Directors (the “Board”) of **Response Informatics Limited** (the “Company”) has adopted the following policy (the “Policy”) and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”/ “SEBI LODR, 2015”/ “Listing Regulations”) This Policy has been formulated in accordance with Clause (i) and (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.
- 1.2. This Policy will be applicable to the Company with effect from the date of Listing of the Company’s equity shares in Bombay Stock Exchange Limited and is in accordance with the terms of the Listing Regulations and the SEBI Circulars CIR/CFD/CMD/4/2015 dated September 9, 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023. (“SEBI Circular”).

2 SCOPE AND APPLICABILITY OF THE POLICY

This Policy is applicable to all disclosures and communications by the Company that must be made with regard to material events or information as stipulated under the Listing Regulations and this Policy.

3 POLICY OBJECTIVE

The objectives of this Policy are as follows:

- a) To ensure compliance with the disclosure obligations as stipulated in the Listing Regulations;
- b) To ensure the timely and transparent disclosure by the Company;
- c) To ensure that corporate documents and public statements are accurate and contain no misrepresentation;
- d) To communicate the principles of materiality based on which the Company shall make disclosures of events or information;
- e) To provide a framework that fosters confidence in quality and integrity of information released by the Company;
- f) To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4 DEFINITIONS

- 4.1. **Board of Directors or Board** means the Board of Directors of Response Informatics Limited, as constituted from time to time.

- 4.2. **Company** means Response Informatics Limited.
- 4.3. **Independent Director** means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.
- 4.4. **Policy** means this Policy on Determination of Materiality of Events/Information for Disclosure to Stock Exchanges.
- 4.5. **Deemed Material Events** are the events/information specified in Para A of Part A of Schedule III, as set out in 'Exhibit I' to this Policy to be disclosed in the manner provided therein.
- 4.6. **Guideline Based Material Events** are the events/information listed in Para B of Part A of Schedule III to the Listing Regulations, as set out in 'Exhibit II' to this Policy to be disclosed in the manner provided therein.
- 4.7. **Material Information** means information related to the Company's business, operations, or performance which has significant effect as outlined in Regulation 30 Sub – Regulation (2) and (4).
- 4.8. **Listing Regulations** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.9. **Key Managerial Personnel (KMP)** of the Company includes, Managing Director, Chief Financial Officer and the Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchange(s).
- 4.10. 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.

5 TYPES OF MATERIAL INFORMATION

- 5.1. The Material Information covered under this Policy shall be determined and disclosed by the Company in the manner set forth in this Policy.
- 5.2. Disclosure of Guideline Based Material Events shall be made if considered material based on the application of the guidelines for materiality as specified under Clause 6 below.
- 5.3. Deemed Material Events shall be disclosed by the Company mandatorily without the application of any test of materiality.
- 5.4. Other Material Information which constitutes major development that is likely to affect the business of the Company (such as emergence of new technologies, expiry of patents, change in accounting policy having significant impact on accounts, etc.) shall be disclosed along with brief details thereof and any other information known exclusively to the Company which may be necessary to enable holders of securities of the Company to appraise its position and to avoid establishment of false market in such securities.

5.5. Any other Material Information that does not fall under the categories mentioned in Clauses 5.2, 5.3 and 5.4 shall be disclosed as specified by the Board of Directors of the Company from time to time in keeping with the guidelines stipulated in Clause 6.

6 CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

6.1. Materiality shall be determined on a case to case basis depending on the facts and circumstances pertaining to the relevant Material Information.

6.2. The following qualitative criteria (“Qualitative Criteria”) shall be applied for the determination of materiality of events or information:

- a) The omission of an event or information:
 - i. which is likely to result in discontinuity or alteration of an event or information already available publicly; or
 - ii. which is likely to result in significant market reaction if the said omission came to light at a later date; or
 - iii. 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 listed entity;
 - b) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, 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 listed entity;
- b) In situations where the criteria specified in sub-clauses (a) (i), (a) (ii) and (a) (iii) are not applicable, an event/information may be treated as being material if the event / information is considered material in the opinion of the Board of Directors of the Company.

6.3. The Quantitative Criteria shall be read in conjunction with the Qualitative Criteria for determining materiality and arriving at a final decision on the Material Information to be reported.

6.4. The following criteria shall be considered in addition to the criteria for determination of the materiality thresholds as stipulated in Clauses 6.1 to 6.3:

- a) Assessment of materiality at the level of each individual disclosure requirement and, where relevant, on an aggregate basis;

- b) Additional considerations to be taken into account by the Company when considered plausible and objectively reasonable.

7 AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

- 7.1. The KMP are severally authorized by the Board of Directors of the Company to determine the materiality of an event or information and to make appropriate disclosures to Stock Exchange(s) under the Listing Regulations on a timely basis, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.
- 7.2. The KMP are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
- 7.3. The members of the KMP are jointly and/ or severally authorized to suo moto accept/ deny any report, event or information, which has been made public by the media in an unauthorized manner, or by any other means including but not limited to electronic means. The KMP are further authorized to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMP shall, however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.
- 7.4. The KMP shall have the following powers and responsibilities for determining the material events or information:
 - a) To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time;
 - b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information;
 - c) To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations;
 - d) To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters;
 - e) To disclose all Material Information with respect to Subsidiaries.

8 PROMPT DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

The Company shall furnish material events or information to all stakeholders on a continuous and immediate basis and within timelines allowed by SEBI Circulars. The Company Secretary shall coordinate the dissemination of information to all stakeholders.

9 COMPLIANCE OFFICER

The Compliance Officer for the purpose of complying with the provisions of the Listing Regulations shall be the Company Secretary of the Company.

10 WEBSITE UPDATION/ UPDATES TO STOCK EXCHANGE(S):

- 10.1 The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under the Listing Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter archived as per the Policy for Preservation of Documents (including Archival Policy) of the Company.
- 10.2 The Compliance Officer of the Company, with respect to the disclosure of any material event/ information already made to the Stock Exchange(s), shall make disclosures updating material developments on a regular basis till such time the event is resolved/ closed, with relevant explanations to the Board of Directors and to the Stock Exchange(s). Such updates shall also be hosted on the website of the Company.
- 10.3 The Compliance Officer shall provide specific and adequate reply to all the queries raised by the Stock Exchange(s) with respect to any event or information.

11 POLICY REVIEW

This policy shall be subject to review by the KMP 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 in cases of material changes to the Policy.

12 CONTACT DETAILS

The contact details of the persons authorised to determine materiality of events under this Policy are –

Mr. Subramaniyam Seetha Raman

Managing Director

Contact Number: +91 9392926749

Email id: subbu@responseinformatics.com

Mr. Chandra Sekhar Pattapurathi

Independent Director

Contact Number: +91 9392926749

Email id: : cs@responseinformatics.com

Ms. Nirosha Ravikanti

Company Secretary

Contact Number: +91 9392926749

Email id: cs@responseinformatics.com

EXHIBIT – I

MATERIAL INFORMATION LISTED IN PARA A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Deemed Material Events which shall be disclosed in accordance with the SEBI Circular without any application of the guidelines for materiality as specified in Clause 6 of the Policy:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger / demerger / restructuring), or 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 listed entity or any other restructuring.

Explanation 1 : For the purpose of this sub-para, the word 'acquisition' shall mean-

- a) acquiring control, whether directly or indirectly; or,
- b) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
 - ii. there has been a change in holding from the last disclosure made under sub- clause (i) of clause (b) 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; or
 - iii. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30

Explanation 2: For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-

- i. an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or
- ii. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation 3: For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013

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 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 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).
[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.
- 5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

Provided that such agreements entered into by a listed entity 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 listed entity or they are required to be disclosed in terms of any other provisions of these regulations

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner

6. Fraud/defaults by 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 the purpose of this sub-paragraph:

(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.

(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.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.

7A. In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

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

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

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

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

7C. 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 listed entities within seven days from the date that such resignation comes into effect.

7D. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfill 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).

8. Appointment or discontinuation of Share Transfer Agent.
9. 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.
10. One-time settlement with a bank.
11. 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, in brief.
15. Schedule of Analyst or institutional investor meet and presentations made by the Company to analysts or institutional investors;
16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
 - e) 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;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;

- h) 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;
- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable
- l) 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
 - i. Pre and Post net-worth of the company;
 - ii. Details of assets of the company post CIRP;
 - iii. Details of securities continuing to be imposed on the companies' assets;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid-off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii. Impact on the investor – revised P/E, RONW ratios etc.;
 - ix. Names of the new promoters, key managerial persons(s), 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;
 - x. Brief description of business strategy.
- m) Any other material information not involving commercial secrets
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS
- o) Quarterly disclosure of the status of achieving the MPS
- p) The details as to the delisting plans, if any approved in the resolution plan

17. Initiation of Forensic audit

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of Regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

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

- a) search or seizure; or
- b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken, initiated or order(s) passed;
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
- v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

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

- a) Suspension;
- b) imposition of fine or penalty;
- c) settlement of proceedings;
- d) debarment;
- e) disqualification;
- f) closure of operations;
- g) sanctions imposed;
- h) warning or caution; or
- i) any other similar action(s) by whatever name called along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.

Note: If the Management is not in a position to disclose to the Stock Exchange(s) within 24 hours of the occurrence of the event or information, then it shall inform the Stock Exchange(s) as soon as it is possible with an explanation as to reason for delay in disclosing the said event or information.

EXHIBIT – II

MATERIAL INFORMATION LISTED IN PARA B OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS READ WITH THE SEBI CIRCULAR

Guideline Based Material Events which shall be disclosed in accordance with the SEBI Circular after application of the guidelines for materiality as specified in Clause 6 of the Policy:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Any of the following events pertaining to the listed entity:
 - a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - b) adoption of new line(s) of business; or
 - c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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 Company 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 Company.
8. Pendency of any Litigation(s) / dispute(s) / the outcome thereof which may have an impact on the company.
9. Fraud / defaults, by employees of the company, which has or may have an impact on the listed entity.
10. Options to purchase securities including any ESOP / ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.