

**RSB RETAIL INDIA LIMITED**  
**(Formerly known as R S Brothers Retail India**  
**Limited)**

**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/**  
**INFORMATION**

## POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

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### 1. **INTRODUCTION:**

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) requires every Listed Company to formulate and put in place a Policy on Determination of Materiality of Events/ Information (“**Policy**”).

In compliance of the above Regulations, the Board of Directors of RSB Retail India Limited (“**RSB Retail**” or the “**Company**”) have adopted this policy.

### 2. **EFFECTIVE DATE:**

This Policy will be effective from date of listing of Company’s shares at the Bombay Stock Exchange and the National Stock Exchange of India.

### 3. **DEFINITIONS:**

- a. “**Company**” means RSB Retail India Limited.
- b. “**Board**” means the Board of Directors of the Company.
- c. “**Compliance Officer**” means the Company Secretary of the Company.
- d. “**Officer**” includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.
- e. “**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f. “**Policy**” means this Policy on Determination of Materiality of Events/ Information.
- g. “**Schedule III**” means Schedule III of the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, SEBI Listing Regulations or any other relevant regulations/legislations applicable to the Company.

### **4. OBJECTIVES OF THE POLICY:**

This Policy has been framed with the objective of providing adequate and appropriate disclosures that are consistent with the facts of the material events. The current Policy mechanisms provides for:

- a.** the procedure determining the materiality of the events/ information;
- b.** the procedure governing the disclosure of the events that are deemed to be material;
- c.** the time frame within which such information is to be disclosed;
- d.** the authority for determining the materiality of event/ information.

### **5. DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:**

- a.** Company shall make disclosure of any event or information which in the opinion of Board of the Company is material.
- b.** Events/ Information specified in Para A of Part A of Schedule III of the SEBI Listing Regulations will be disclosed without the application of any materiality thresholds, as these are deemed to be material events.
- c.** Events/ Information specified in Para B of Part A of Schedule III of the SEBI Listing Regulations will be disclosed based on application of the materiality criteria, as specified below in Clause 5 of this policy.
- d.** 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.

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- e. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

### **6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

Materiality of an event must be determined on a case to case basis depending on specific facts and circumstances relating to it. Such determination shall be done on both qualitative and quantitative grounds. The criteria given hereunder shall be used as a guide and/ or reference for determining materiality and arriving at the overall decision on whether to report the event. These criteria shall apply to events specified in Para B of Part A of Schedule III of the SEBI Listing Regulations.

- a. **Qualitative Criteria:-** The Company shall apply the following qualitative criteria for materiality assessment as defined under SEBI Listing Regulations:

- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event/ information already available publicly; or
- ii. The omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
- iii. It is deemed to be material under applicable laws and regulations.

- b. **Quantitative Criteria:-** The Company shall apply the following quantitative criteria for materiality assessment as defined under SEBI Listing Regulations:

- i. The omission of event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:-
  - two percent of turnover, as per the last audited consolidated financial statements of the Company (or)
  - two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative (or)
  - 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 Company.

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In case where the criteria specified in sub-point (a) or (b) are not applicable, an event/ information may be treated as being material if it has a material effect on the Company or in the opinion of the Board and/ or Authorised Person of the Company, the event/ information is considered material.

### **7. TIMEFRAME FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION:**

- a.** The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of this Policy as soon as reasonably possible within the timelines specified under Regulation 30 read with Schedule III of the SEBI Listing Regulations.
- b.** The Company shall, with respect to disclosures already made, make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
- c.** The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- d.** The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange.

All the above disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's Preservation and Archival Policy.

### **8. GUIDELINES FOR COMMUNICATION OF EVENT INFORMATION RECEIVED FROM REGULATORY/ STATUORY AUTHORITIES ETC.**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

### **9. AUTHORITY FOR DETERMINING MATERIALITY OF AN EVENT OR AN INFORMATION:**

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The authority for determining materiality of an event/ information lies with the decision of the majority of the following members as soon as reasonably possible whenever they become aware of the credible and concrete information of the occurrence of any event or coming into existence of any information and on the basis of facts and circumstances prevailing at given point in time:

1. Chairman;
2. Managing Director;
3. Whole-Time Directors;
4. Chief Financial Officer and
5. Company Secretary.

Based on the decision of the above officials, the Compliance Officer shall be responsible for making disclosure to the Stock Exchange. The contact details of the Compliance Officer shall be made available on the website of the Company.

The above officials, are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

Whenever the relevant employees of the Company become aware of any event/ information as outlined in this Policy, or as soon as or ought to have been reasonably come into possession of the information in course of performance of their duties, they shall identify potential material event or information in light of SEBI Listing Regulations read with this Policy and report the same to the above referred officials for the purpose of determining the materiality of the said event or information.

### **10. OBLIGATIONS OF INTERNAL STAKEHOLDERS:**

Upon occurrence of any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations, shall forthwith inform to the above-named officials in point 9 (“**Officials**”), with adequate supporting data/ information, to facilitate a prompt and appropriate disclosure to the stock exchanges. Officials will then ascertain the materiality of such event(s) or information.

### **11. AMENDMENTS TO THE POLICY:**

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The Board of Directors may review or amend this Policy, in whole or in part, from time to time, as per the requirements of the Act or any other enactments/ rules as may be applicable.

This Policy is in addition to and not in derogation of the provisions of the SEBI Listing Regulations. In case of any inconsistency, the provisions of the SEBI Listing Regulations shall prevail.

In case any of the provisions of this Policy are inconsistent with the applicable laws, then the provisions of applicable laws shall prevail over the Policy to that extent and the Policy shall be deemed to have been amended so as to be read in consonance with applicable laws.

### **12. Version History:**

<b>Version</b>	<b>Date of approval of Board of Directors</b>
1.0	<b>March 19, 2025</b>