



R. T. EXPORTS LTD

DISCLOSURE POLICY

A. OBJECTIVE OF THE POLICY

To have a uniform Disclosure Policy to follow best in class Corporate Governance practices with respect to disclosures, to ensure timely, adequate and accurate disclosure of information on an ongoing basis. The requirements under SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 were also considered while drafting this policy.

B. SCOPE AND APPLICABILITY OF THE POLICY

This Disclosure Policy is applicable to all disclosures and communication of Material Events or Information by the Company, which in the opinion of the Board of Directors of the Company, is material.

SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 divide the events that need to be disclosed broadly in the following categories.

1. Events specified in Annexure A are deemed to be material events and Company shall make disclosure of such events.
2. Events specified in Annexure B shall require disclosure based on application of guidelines for materiality.
3. Events specified in Annexure C shall require disclosure if the event or information viz major development that is likely to affect business.

The terms used here will have the same meaning given to it in this Policy. For other terms not defined herein, the definitions of Code of Business Conduct of R.T. Exports Ltd. shall prevail.



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C. DEFINITIONS

1. Board of Directors or Committee shall mean Board of Directors or Committees of R.T. Exports Ltd.
2. Company means R.T. Exports Ltd., its associates.
3. Disclosure means Disclosure using means and methods as per this Disclosure Policy.
4. Disclosure Committee shall mean Committee constituted under this Disclosure Policy.
5. Disclosure Policy means this Policy.
6. Material Events or Information mean Events or Information as defined under Schedule III Part A and Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
7. Officer: shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.
8. Price Sensitive Information has the meaning referred to in the Company's Code of Conduct to Regulate, Monitor and Reporting of Trades by Insiders read with the SEBI (Prohibition of Insider Trading) Regulations, 2015.
9. Key Managerial Personnel: shall have the meaning as defined under the Companies Act, 2013.

D. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The following criteria are to be considered for determining materiality of events or information.

1. Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly.
2. 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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3. In case where the criteria specified above are not applicable an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

E. PROMPT DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

The Company shall furnish Material Events or Information to all stakeholders on a continuous and immediate basis. All disclosures shall be made with the prior approval of the Disclosure Committee. The Company Secretary shall act as Secretary to the Committee and coordinate the approval and dissemination of the information to all stakeholders.

F. COMMUNICATION DURING QUIET PERIOD/CLOSED TRADING WINDOW

Quiet period / Closed Trading Window Period is a period commencing from 16th day of the last month of the quarter and ending with 48 hours after earnings release. Such Closed Trading Window period could also cover other events/ periods/ target groups as may be decided by the Insider Trading Compliance Committee from time to time in terms of the Insider Trading Policy of the Company. The Company will observe such periods during which authorized representatives (except with the approval of CFO or Head of Investor Relations) will not meet with members of the investor community to discuss financials and/or operational results. This period includes, but is not limited to, attendance at investor conferences, group meetings and one-on-one meetings but does not include social gathering, get together with investor groups as opposed to one on one meetings. During this period, the Investor Relations Department will answer only questions in the nature of clarification of historical information or understanding of overall business.

During the Closed Trading Window, any Disclosure or a press release or press conference will be permitted only after obtaining prior approval from



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the Disclosure Committee. This shall include disclosures made internally to the Employees in Group mailers about a deal win or termination of contract, etc.

Exception: Approval of the Committee will not be required if the disclosure is made internally to the Employees in Group mailers about a deal win or termination of contract, during an open trading window and if the threshold limits for Disclosure as per internal guidelines of this Policy are not crossed. Marketing Team is empowered to take a view on such internal disclosures within those thresholds and in similar announcements in Blogs etc. within the thresholds as per internal guidelines of this Policy without a formal requirement for disclosure to the Stock exchange, Media etc.

G. UNINTENDED OR INADVERTANT DISCLOSURES

In the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to such un intended or inadvertent disclosures.

H. CONFLICT WITH OTHER POLICIES

Unless a specific policy exists for disclosures like Code of Conduct to Regulate, Monitor and Reporting of Traders by Insiders, Code of Ethics for Senior Financial officers, Code of Business Conduct etc., this policy shall prevail. In the event of a conflict with those specific policies, provisions of those specific policies shall prevail.

I. REVIEW OF THIS POLICY

This Disclosure Policy is subject to review from time to time as the situation demands. Amendments, if any, shall be reviewed by the Disclosure Committee consisting of Director and Chief Financial Officer and Chairman and Managing Director of the Company and approved



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by the nomination and Compensation Committee and further recommended to the Board of Directors for review and approval.

Annexure A

List of Events which shall be disclosed without any application of the guidelines for materiality

Sl.No	Events requiring Disclosure
1.	<p>Acquisition (s) including agreement to acquire, Scheme of Arrangement (amalgamation/merger/demerger/restructuring) or sale or disposal of any unit(s), division or subsidiary of the listed entity or any other restructuring.</p> <p>Explanation : For the purpose of this sub para, the word “acquisition” shall mean</p> <ul style="list-style-type: none">i. Acquiring control, whether directly or indirectly, orii. Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –<ul style="list-style-type: none">a. The Company holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company orb. 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 2% of the total shareholding or voting rights in the said company
2.	<p>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.</p>



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3.	Revision in Rating(s)
4.	<p>Outcome of meetings of the Board of Directors. Company shall disclose to the Stock Exchanges within 30 minutes of the closure of the meeting held to consider the following:</p> <ul style="list-style-type: none">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 thereofc. The decision on buy back of securitiesd. The decision with respect to fund raising proposed to be undertakene. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatchedf. 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 tog. Short particulars of any other alterations of capital, including callsh. Financial resultsi. Decision on voluntary delisting by the Company from stock exchanges
5.	<p>Agreements (viz shareholder agreements) joint venture agreements, family settlement agreements (to the extent that it impacts management and control of the listed entity), agreements/treaties/contracts with media companies which are binding and not in normal course of business, revisions or amendments and terminations thereof</p>
6.	<p>Fraud/default by promoter or KMP or by the Company or arrest of KMP or Promoter</p>



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7.	Change in directors, KMP (MD, CEO, CFO, CS, etc.) Auditor and Compliance Officer
8.	Appointment or discontinuation of a 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 Company
13.	Proceedings of Annual and Extraordinary general meetings of the Company
14.	Amendments to Memorandum and Articles of Association of the Company, in brief
15.	Schedule of Analyst or Institutional Investor and presentation of financial results made by the Company to analysts or institutional investors



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Annexure B

List of Events and thresholds for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities laws

Sl.No	Events requiring Disclosure
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 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 to 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) 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, force majeure or events such as strikes, lockouts, etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company



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8.	Litigation(s)/dispute/regulatory actions with impact
9.	Fraud/defaults etc. by Directors (other than Key Managerial personnel) or employees of the Company
10.	Options to purchase securities including any ESOP/ESPS Scheme
11.	Giving guarantees or indemnity or becoming a surety for any third party
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

Annexure C

Any other information/event viz major development that is likely to affect business, eg. 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.

Without prejudice to generality of Annexure A, Annexure B and Annexure C, the Company may make disclosures of event/information as specified by SEBI from time to time.