



Date: July 24, 2023

To,  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001  
Scrip Code: 507300

Dear Sir(s),

**Sub: Outcome of Board Meeting held today i.e. Monday, July 24, 2023**

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company at their Meeting held today i.e. Monday, July 24, 2023, *inter alia* considered and approved the following:

1. Unaudited Financial Results of the Company for the quarter ended June 30, 2023.

In terms of the provisions of Regulation 33 of the Listing Regulations, we are enclosing herewith the copy of following:

- a) Unaudited Financial Results for the quarter ended June 30, 2023.
  - b) Limited Review Report received from the statutory auditors of the Company on the aforesaid results.
2. Amendments to the 'Policy for determining materiality of events / information' to bring the policy in line with the recent amendments specified in the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

A copy of the Policy is enclosed herewith and will be made available on the website of the Company at <https://www.ravalgaon.in/corporate/policies.html>.

The meeting of the Board of Directors commenced at 02:30 p.m. and concluded at 03:30 p.m.

Kindly take the same on your record.

Thanking You,

Yours faithfully,  
For The Ravalgaon Sugar Farm Limited

**Harshavardhan Doshi**  
Chairperson & Managing Director  
DIN: 00688736

Encl.: A/a

**THE RAVALGAON SUGAR FARM LIMITED**

Reg. Office: P.O. RAVALGAON - 423108, TALUKA - MALEGAON, DISTRICT - NASHIK, MAHARASHTRA

Tel: 02554-270274/270238

CIN: L01110MH1933PLC001930

**STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE 2023**

		(Rs. in Lacs)				
Sr.No.	Particulars	Quarter Ended			Year Ended	
		30.06.2023 (Unaudited)	31.03.2023 (Audited)	30.06.2022 (Unaudited)	31.03.2023 (Audited)	31.03.2022 (Audited)
1.	<b>Income from Operations</b>					
	(a) Revenue from Operations	184.64	250.21	214.10	966.54	745.39
	(b) Other Income	5.74	2.96	15.01	18.49	2.32
	<b>Total Income</b>	<b>190.38</b>	<b>253.17</b>	<b>229.11</b>	<b>985.03</b>	<b>747.70</b>
2	<b>Expenses</b>					
	(a) Cost of Materials Consumed	65.73	117.36	110.01	471.37	354.82
	(b) Changes in Inventories of Finished goods, WIP & Stock in Trade	35.62	(7.04)	(13.75)	(0.14)	(3.05)
	(c) Employee Benefits Expense	66.16	73.02	76.39	290.47	329.03
	(d) Finance Cost	35.66	35.29	32.92	137.43	140.97
	(e) Depreciation, Depletion and Amortisation Expense	5.93	5.78	5.64	22.92	22.57
	(f) Other Expenses	74.80	152.79	81.66	416.98	333.29
	<b>Total Expenses</b>	<b>283.90</b>	<b>377.20</b>	<b>292.88</b>	<b>1,339.04</b>	<b>1,177.63</b>
3	<b>Total Profit/(Loss) before Exceptional Items and Tax</b>	<b>(93.52)</b>	<b>(124.03)</b>	<b>(63.77)</b>	<b>(354.00)</b>	<b>(429.93)</b>
4	<b>Exceptional Items</b>	-	-	-	124.30	635.58
5	<b>Total Profit/(Loss) before Tax</b>	<b>(93.52)</b>	<b>(124.03)</b>	<b>(63.77)</b>	<b>(229.71)</b>	<b>205.65</b>
6	<b>Tax Expenses</b>					
7	Current Tax	-	(10.12)	-	-	9.84
8	Tax for earlier years	0.07	-	-	0.18	0.86
9	Deferred Tax	-	-	-	-	-
10	<b>Total Tax Expenses</b>	<b>0.07</b>	<b>(10.12)</b>	<b>-</b>	<b>0.18</b>	<b>10.70</b>
11	<b>Total Profit/(Loss) for period from Continuing Operations</b>	<b>(93.59)</b>	<b>(113.90)</b>	<b>(63.77)</b>	<b>(229.89)</b>	<b>194.95</b>
12	Profit/(Loss) from Discontinued Operation before Tax	-	-	-	-	-
13	Tax Expense of Discontinued Operations	-	-	-	-	-
14	<b>Net Profit/(Loss) from Discontinued Operations after Tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
15	<b>Total Comprehensive Income for the period net of Taxes</b>	<b>(93.59)</b>	<b>(113.90)</b>	<b>(63.77)</b>	<b>(229.89)</b>	<b>194.95</b>
16	<b>Other Comprehensive Income net of Taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
17	<b>Total Profit/(Loss) for the period</b>	<b>(93.59)</b>	<b>(113.90)</b>	<b>(63.77)</b>	<b>(229.89)</b>	<b>194.95</b>
18	<b>Details of Equity Share Capital</b>					
	Paid-Up Equity Share Capital	34.00	34.00	34.00	34.00	34.00
	Face Value of Equity Share Capital	Rs.50	Rs.50	Rs.50	Rs.50	Rs.50
19	Reserves excluding revaluation reserve	-	-	-	229.92	459.81
20	Debenture Redemption Reserve	-	-	-	-	-
21	<b>Earning Per Share</b>					
I	<b>Earnings per equity share from continuing operations</b>					
	Basic Earnings (loss) per share from continuing operations	(137.64)	(167.51)	(93.78)	(338.07)	286.69
	Diluted Earnings (Loss) per share from continuing operations	(137.64)	(167.51)	(93.78)	(338.07)	286.69
II	<b>Earnings per equity share from discontinued operations</b>					
	Basic Earnings (loss) per share from discontinued operations	-	-	-	-	-
	Diluted Earnings (Loss) per share from discontinued operations	-	-	-	-	-
III	<b>Earnings per Equity Share (of Rs.50/- each)</b>					
	Basic Earning (Loss) per share from continuing and discontinued operations	(137.64)	(167.51)	(93.78)	(338.07)	286.69
	Diluted Earnings (Loss) per share from continuing and discontinued operations	(137.64)	(167.51)	(93.78)	(338.07)	286.69

**Notes:**

- The statement of unaudited standalone financial results mentioned above was reviewed by the Audit Committee and subsequently approved by the Board of Directors at their respective meetings held on 24th July, 2023.
- The Statement of Financial Results for the quarter ended on 30th June, 2023 have been prepared in accordance with the recognition and measurement principles laid down in the applicable accounting standards prescribed under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, read with relevant rules issued thereunder and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations").
- The figures of the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of full financial year and the published figures of nine months ended December 31, 2022 which were subjected to limited review by the statutory auditors.
- The Figures of the previous periods quarter/year have been regrouped/rearranged/recasted wherever considered necessary.
- During the quarter ended June 30, 2023, the company has paid gratuity to the employees who left the company few years ago. The company has not previously made a provision of Rs. 116.19 lakhs towards gratuity payable. Therefore, the company has booked a provision for gratuity in this quarter. This is a prior period item as per 'Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors'. The amount of provision for gratuity relating to prior years of Rs. 116.19 lakhs has been adjusted against the opening balance of retained earnings as per Ind AS 8. There is no effect of this prior period item on the current quarter's result.
- The Company is operating in a single segment viz. Manufacturing of Confectionery. Accordingly, the results are reported on a single segment basis.

Place : Mumbai  
Date : 24th July, 2023

  
Harshvardhan Doshi  
Chairman and Managing Director  
DIN: 00688736



**ANIL A. MASAND & CO.**  
CHARTERED ACCOUNTANTS

ANIL A. MASAND  
B.COM. (Hons.), F.C.A., F.C.S

405/406, Spenta, 3rd Road,  
Khar (West), Mumbai -400052.  
Tel: +91-22-26482720 / 26052711

**Limited Review Report on Unaudited Financial Results of THE RAVALGAON SUGAR FARM LIMITED for the quarter ended 30<sup>th</sup> June 2023 and year to date from April 01, 2023 to June 30, 2023 pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.**

**TO THE BOARD OF DIRECTORS OF THE RAVALGAON SUGAR FARM LIMITED**

1. We have reviewed the accompanying statement of unaudited financial results of M/s. **THE RAVALGAON SUGAR FARM LIMITED** ("the Company") for the quarter ended June 30, 2023 (herein after referred to as "the Statement"), attached herewith. The statement is being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (the Regulations) as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors in their meeting held on 24<sup>th</sup> July 2023, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 as amended read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to Issue a report on these financial results based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" specified under Section 143(10) of the companies Act, 2013. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to Inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated above, nothing has to come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the applicable Indian Accounting Standards as prescribed under Section 133 of Companies Act, 2013, as amended read with the relevant rules issued there under and other recognized accounting principles practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI, (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Anil A. Masand & Co**  
Chartered Accountants  
Firm Registration No.: 100412W



*Anil A. Masand*

Place: Mumbai  
Date: 24<sup>th</sup> July 2023

Proprietor  
Membership No.: 037245  
UDIN: 23037245 BGWLAY 1126

THE RAVALGAON SUGAR FARM LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION**

**1. PREFACE**

The Board of Directors (the "Board") of The Ravalgaon Sugar Farm Limited (the "Company") has adopted the policy and procedures with regard to determination of Materiality of Events / 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 ("SEBI Listing Regulations") (the "Policy"). This Policy has been formulated in accordance with Clause (ii) of sub regulation (4) of Regulation 30 of the SEBI Listing Regulations.

**2. PURPOSE OF THE POLICY**

The purpose of this Policy is to determine materiality of events / information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations and to ensure that the Company shall make proper and timely disclosure of events / information specified in para A and B of Part A of Schedule III of the SEBI Listing Regulations to the Stock Exchanges.

**3. DEFINITIONS:**

"Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or "Board" shall mean the Board of Directors of The Ravalgaon Sugar Farm Limited, as constituted from time to time.

"Company" shall mean The Ravalgaon Sugar Farm Limited.

"Compliance Officer" shall mean the Company Secretary of the Company.

"Chief Financial Officer" or "Head of Finance", by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filing under SEBI Listing Regulations.

"Key Managerial Personnel" means a key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-

1. Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager
2. Whole-time Director (WTD)
3. Chief Financial Officer (CFO)
4. Company Secretary (CS)
5. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and

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6. Such other officer as may be prescribed.

“Officer” means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.

“Promoter” means as assigned to the term in clause (oo) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

“Senior Management” shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

“Material Events” or “Material Information” shall mean such events / information as set out in the Annexures or as may be determined in terms of Clause 5 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Policy” shall mean this Policy for Determination of Materiality of events / information and as amended from time to time.

“SEBI Listing Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

#### **4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION**

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the SEBI Listing Regulations for determination of materiality of events / information.

#### **5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION:**

Certain information is per se Material Information as defined in the Regulations read with Para A of Part A of Schedule III of the Regulations and the Company is required to disclose the same. An illustrative list of such Material event / information is attached as **Annexure A**.

Besides per se Material Information, materiality of an event / information must be subject to the following criteria:

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- a) the omission of an event / information, which is likely to result in discontinuity or alteration of event / information already available publicly; or
- b) the omission of an event / information is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) the omission of an event / information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (1) two percent of turnover, as per the last audited consolidated financial statements of the Company;
  - (2) 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;
  - (3) 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;
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) is 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.

## 6. DISCLOSURE OF EVENTS / INFORMATION

Events specified in Part A are deemed to be material events/information and the Company shall make disclosure of such events / information as soon as reasonably possible and in any case not later than the following:

- a. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event / information has been taken;
- b. twelve hours from the occurrence of the event / information, in case the event / information is emanating from within the Company;
- c. twenty-four hours from the occurrence of the event / information, in case the event / information is not emanating from within the Company.

The information shall be disclosed in the following manner

1. Inform the stock exchanges on which the securities of the Company are listed; and
2. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after the aforementioned timelines, the Company shall along with such disclosure(s) provide an explanation for the delay.

The Company shall make the disclosure of events/information as specified in **Annexure B** based on application of guidelines for determining Materiality as per clause 5 of the Policy.

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

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## 7. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS:

The respective Heads of the Department (Designated Officers) who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Key Managerial Personnel of the Company, any event / information which is material as defined in this policy or of which Designated Officer is unsure as to its materiality. The Company Secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the key managerial personnel shall:

- i. Review the event / information and take necessary steps to verify its accuracy;
- ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions as per Clause 5&6 of this policy.

If the key managerial personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

## 8. AMENDMENT:

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

The Policy was adopted by the Board of Directors on July 31, 2020 and is effective from July 31, 2020. This policy is amended pursuant to the amendment in the Regulations and the amended policy is effective from the date of approval of the Board of Directors viz. July 24, 2023.

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## ANNEXURE-A

Events which shall be mandatorily disclosed without any further consideration of the guidelines for materiality:

- 1) "Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or 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 Company or any other restructuring.

Explanation (1) - 'Acquisition' shall mean-

- i. acquiring control, whether directly or indirectly; or
- ii. acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that -
  - a. 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
  - b. there has been a change in holding from the last disclosure made under point (a) of and such change exceeds two per cent of the total shareholding or voting rights in the said company; or
  - c. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in Clause 5 of the Policy.

Explanation (2) - "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 Company; 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 Clause 5 of the Policy.

Explanation (3)- "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under Section 180 of the Act."

- 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) declaration of 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;

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

*Provided that such agreements entered into by a Company 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 Company.*

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 Company shall or shall not act in a particular manner.

- 7) Fraud or defaults by a 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:

Explanation:

- 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.

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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 Company."

- 8) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
- 9) In case of resignation of the auditor of the Company, 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 24 hours of receipt of such reasons from the auditor.
- 10) In case of resignation of an independent director of the Company, within Seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
  - i. (a) The letter of resignation along with Detailed reasons for the resignation as given by the said director shall be disclosed by the listed entities to the stock exchanges.  
(b) 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 are 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 detailed reasons as specified in sub clause (i) and (ii) above;
- 11) 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.
- 12) In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than fortyfive 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).
- 13) Appointment or discontinuation of share transfer agent;
- 14) 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;

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- 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;
- 15) One-time settlement with a bank;
  - 16) Winding-up petition filed by any party / creditors;
  - 17) 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;
  - 18) Proceedings of Annual and Extraordinary General Meetings of the Company;
  - 19) Amendments to memorandum and articles of association of Company, in brief;
    - (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the Company to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
    - (b) 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:
      - i. 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;
      - ii. the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls;
  - 20) Events as specified in the SEBI Listing Regulations in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Bankruptcy and Insolvency Code 2016.
  - 21) In case of initiation of forensic audit (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:
    - a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
    - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

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- 22) Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company according to the thresholds specified in Clause 5 of this Policy and is not already made available in the public domain by the Company.

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

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

- i. search or seizure; or
- ii. re-opening of accounts under section 130 of the Act; or
- iii. investigation under the provisions of Chapter XIV of the Act;

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 Company, quantifiable in monetary terms to the extent possible.

- 24) Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, 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 Company, quantifiable in monetary terms to the extent possible.

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- 25) Voluntary revision of financial statements or the report of the board of directors of the Company under Section 131 of the Act.
- 26) Such other information / events as may be specified under SEBI Listing Regulations from time to time.

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## ANNEXURE B

### **Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:**

- 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 tieup; 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) (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 (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) or the outcome thereof which may have an impact on the Company;
- 9) Fraud/defaults by employees of Company which has or may have an impact on the Company;
- 10) Options to purchase securities including any ESOP/ESPS Scheme;
- 11) Giving of guarantees or indemnity or becoming a surety by whatever names 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;
- 14) Any other information/event/ 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 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;

- 15) any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof;
- 16) 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;
- 17) Such other information / events as may be specified under SEBI Listing Regulations from time to time.



*[Handwritten Signature]*  
24<sup>th</sup> July '23

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