

**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION AND ITS
DISCLOSURE TO SOCIAL STOCK EXCHANGE**

[Pursuant to Regulation 91D(1) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

OBJECTIVE

Zero Coupon Zero Principal Bonds of Routes 2 Roots hereinafter defined as a “Social Enterprise” are to be listed on the National Stock Exchange of India Limited.

Securities and Exchange Board of India (“SEBI”) has issued SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the “Listing Regulations”). In terms of Regulation 91D(1), the Members of Governing Body (the “Board”) of Routes 2 Roots has adopted this Policy for determining Materiality for Disclosures (the “Policy”) for the determination of materiality of events or information (“Material Information”), to enable Routes 2 Roots to promptly disclose such information or event to the Social Stock Exchange, pursuant to the Listing Regulation.

The Policy sets out the guidelines for the identification of events or information within/outside Routes 2 Roots that are deemed to be material in the opinion of the Members of Governing Body..

The Policy applies to the disclosure of material events in relation to Routes 2 Roots, its Members of Governing Body, as required under Applicable Laws.

AUTHORIZED PERSON

The Founders will be the custodian of the disclosure process.

The contact details of the Founders: Smt Teena Vachani, Mr. Rakesh Gupta & Smt Amita Gupta; Email: tina@routes2roots.com, rgupta@routes2roots.com & gupta.amita29@gmail.com ; Tel: +91 9811054681, +91 9892161996 & +91 9810111842.

The Founders, Members of Governing Body, Senior Management Personnel, Consultants, such other persons, as determined by the aforesaid authorized persons, shall be relevant persons for the purpose of this policy, to identify potential events or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons.

Members of Governing Body, Consultants, and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Memorandum of Society, or any other applicable laws or regulations, as the case may be.

Regulation 91D(1) of Listing Regulations provides that the Members of Governing Body of Routes 2 Roots shall authorize one or more Key Managerial Personnel for the purpose of determining the materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under the necessary provisions of the Listing Regulation, and the contact details of such personnel shall be also disclosed to the Social Stock Exchange and the Routes 2 Roots’s Website.

The materiality of the event or information will be decided in consultation with the Founders or persons connected with the event or information.

POWERS AND RESPONSIBILITIES OF THE AUTHORIZED PERSON

- To review and assess the materiality of an event that may qualify as ‘material’ and may require disclosure, on the basis of facts and circumstances prevailing at that point in time.
- To make required disclosures within the stipulated time of the actual occurrence of an event or information, after ascertaining facts.
- To disclose material developments on a regular basis, till such time the event or transaction is resolved/closed, with relevant explanations.
- To consider such other events or information that may require disclosure to the Social Stock Exchange, which are not explicitly defined in the Listing Regulations, and determine the materiality, appropriate time, and contents of disclosure for such matters.

MATERIALITY ASSESSMENT

Information should be deemed "material" if there is a substantial likelihood that it would be considered important by a reasonable investor/donor in making decisions related to Zero Coupon Zero Principal Bonds (hereafter referred to as "Bonds") or any future grant for upcoming projects. Materiality, in this context, would involve information that is likely to have a significant effect on decisions related to the holding or acquisition of the Bonds by stakeholders. Whether positive or negative, information or an event may be considered material if its value or expected impact exceeds the thresholds prescribed under applicable regulations, if any. The determination of materiality will be made on a case-by-case basis, taking into account the specific facts and circumstances surrounding the information or event.

GUIDELINES FOR MATERIALITY ASSESSMENT

1. Routes 2 Roots, as a Social Enterprise with designated securities listed on the Social Stock Exchange(s), will promptly disclose any event that may significantly impact the planned achievement of outputs or outcomes.
2. The disclosure mentioned above will be made without delay, **ideally within seven days** or within a period specified by the Board, from the occurrence of the event. It will include details of the event, potential impact, and steps taken by Routes 2 Roots to address it.
3. Routes 2 Roots commits to providing regular updates, along with relevant explanations, regarding the disclosed events, ensuring transparency and understanding until the concerned event ceases to be material.
4. Routes 2 Roots will respond specifically and adequately to all queries raised by the Social Stock Exchange(s) concerning any events or information. The Social Stock Exchange(s) will disseminate information and clarifications expeditiously.
5. Routes 2 Roots reserves the right to independently confirm or deny any reported event or information to the Social Stock Exchange(s).
6. All events or information disclosed to the Social Stock Exchange(s) will be made accessible on Routes 2 Roots 's official website viz., <https://www.routes2roots.com/>, promoting openness and accessibility to stakeholders.

TIMELINES FOR DISCLOSURE

The disclosure mentioned above will be made without delay, ideally within seven days or within a period specified by the Board, from the occurrence of the event. It will include details of the event, potential impact, and steps taken by Routes 2 Roots to address it.

POLICY REVIEW

In case of any subsequent changes in the provisions of the Listing Regulations or any other regulations which makes any of the clauses/ provisions of this Policy inconsistent with the Listing Regulations, the provisions of the Listing Regulations would prevail over the Policy and the clauses/ provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.