

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS FOR KAY JAY FORGINGS LIMITED

CIN: U74899DL1983PLC029298

Registered Office: A-8, Maya Puri Industrial Area Phase-1, New Delhi- 110 064 Delhi, India.

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

(Regulation 30 of Listing Regulations)

1. INTRODUCTION

This policy has been framed pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for determination of materiality of events or information for disclosure (the “**Policy**”).

This Policy shall be known as Policy on Determination of Materiality Events which shall be disclosed to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the equity shares of Kay Jay Forgings Limited (“**Company**”) are proposed to get listed (“**Stock Exchanges**”).

This Policy shall be applicable to all material events which will have to be reported to Stock Exchanges.

The Policy shall come into effect from the date of listing of the equity shares of the Company on the Stock Exchanges.

The Listing Regulations requires Company to frame a policy for determination of materiality, based on criteria specified in the Listing Regulations, to be approved by Board of Directors of the Company and further to be disclosed on the website of the Company.

2. OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

- i. To assist the Authorized Persons identified by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s) where the securities of the Company are listed.
- ii. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the Listing Regulations, various Securities Laws and any other applicable legislations (in India or Overseas).
- iii. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

3. APPLICABILITY

This Policy shall be applicable to all the events relating to the Company. All events and/or information which are required to be disclosed by the Company in terms of para B of part A of schedule III of the Listing Regulations as and when they fall under the criteria as mentioned in this Policy. Any other events/ information viz. any 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 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.

This Policy shall be read together with the Code of Conduct for Prevention of Insider Trading formulated and adopted by the Company.

The purpose of this Policy is to determine materiality of events and information based on criteria specified under Regulation 30 of the Listing Regulations and to ensure that the Company shall make timely disclosures of events/ information specified under the Listing Regulations to the Stock Exchange(s).

4. DEFINITIONS

- a. **“Act”** means the Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder;
- b. **“Authorized Persons”** shall mean Chairman and Managing Director, Vice Chairman & Managing Director, Chief Financial Officer and Company Secretary;
- c. **“Board of Directors”** means the Board of Directors of the Company;
- d. **“Company”** means Kay Jay Forgings Limited;
- e. **“Compliance Officer”** means the Company Secretary of the Company;
- f. **“Key Managerial Personnel”** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;
- g. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- h. **“Mainstream Media”** shall include print or electronic mode of the following: a. Newspapers registered with the Registrar of Newspapers for India; b. News channels permitted by Ministry of Information and Broadcasting under Government of India; c. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and d. Newspapers or news channels or news Mainstream Media and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;
- i. **“Promoter”** shall have the same meaning as assigned in clause 1 sub-clause (oo) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- j. **“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; and

- k. **“Stock Exchange(s)”** means a recognized Stock Exchange(s) as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956.

Words and phrases used in this Policy and not defined herein shall derive their meaning from the Act and Listing Regulations.

5. DISCLOSURE OF EVENTS

The events to be disclosed by the Company are broadly divided into three categories:

Category A: Covers the events that needs to be necessarily disclosed without applying any test of materiality.

Category B: Covers the events that needs be disclosed by the Company, upon application of any test of materiality.

Category C: Covers the information/ events with major developments.

CATEGORY A

Below are the details which the Company needs to disclose to the Stock Exchange(s), without any application of the guidelines for materiality as specified in sub-regulation 4 of regulation 30 of the Listing Regulation:

- a. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring) or sale or disposal of any unit(s), division(s) or whole or substantially the whole of the undertaking(s) or Subsidiary of the Company, sale of stake in associate 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 directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to 25% 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 sub-clause (a) of clause (ii) of this explanation and such change exceeds 5% of the total shareholding or voting rights in the said company;
 - (c) 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 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 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 Act.

- b. 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.;
- c. new rating(s) or revision in rating(s);
- d. outcome of meetings of the Board of Directors held to consider or decide the following:
 - dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American depository receipts/global depository receipts/ foreign currency convertible bonds, qualified institutions placement, debt issue, preferential issue or any other method;
 - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
 - 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;
 - short particulars of any other alterations of capital, including calls;
 - financial results; and
 - decision on voluntary delisting by the Company from Stock Exchange(s);
- e. 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;
- f. 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 the 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 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 the Company shall or shall not act in a particular manner.

- g. Fraud or defaults by the 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, the Company 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.

Explanation 3: Fraud by Senior Management, other than who is Promoter, Director or Key Managerial Personnel, shall be required to be disclosed only if it is in relation to the Company.

- h. change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer;
- i. 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 Company to the Stock Exchanges as soon as possible but not later than 24 hours of receipt of such reasons from the Auditor;

- j. in case of resignation of an Independent Director of the Company, within 7 days from the date of resignation, the following disclosures shall be made to the Stock Exchanges by the Company:
 - i. Letter of resignation along with detailed reasons for the resignation of Independent Directors, as given by the said Director, shall be disclosed by the Company to the Stock Exchanges.
 - ii. Names of listed entities in which the resigning Director holds Directorships, indicating the category of Directorship and membership of Board committees, if any.
 - iii. The Independent Director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iv. The confirmation as provided by the Independent Director above shall also be disclosed by the Company to the Stock Exchanges along with the detailed reasons as specified in sub-clause (i) and (iii) above.
- k. 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 Company within 7 from the date that such resignation comes into effect;
- l. 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 45 days in any rolling period of 90 days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the Stock Exchange(s);
- m. appointment or discontinuation of share transfer agent;
- n. resolution plan/ restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - decision to initiate resolution of loans/borrowings;
 - signing of Inter-Creditors Agreement (ICA) by lenders;
 - finalization of resolution Plan;
 - implementation of resolution Plan; and
 - salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders;
- o. one time settlement with Bank;
- p. winding-up petition filed by any party/creditors;
- q. 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;

- r. proceedings of annual and extraordinary general meetings of the Company;
- s. amendments to memorandum and articles of association of the Company, in brief;
- t. (a) (i) schedule of analysts or institutional investors meet at least 2 working days in advance (excluding the date of the intimation and the date of the meet);

(ii) Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized Stock Exchanges prior to beginning of such events.

Explanation 1: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.

Explanation 2: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Company.

(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

- (i) The audio 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 video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
 - (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized Stock Exchanges within five working days of the conclusion of such calls.
- u. In case the Company is undergoing the Corporate Insolvency Resolution Process (“**CIRP**”), under the Insolvency and Bankruptcy Code, 2016, the events in relation to the same shall be disclosed as per schedule III part A (A) (16) of the Listing Regulations;
 - v. In case of initiation of forensic audit, the following disclosures shall be made to the Stock Exchanges by the Company:
 - The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; and
 - 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.

Explanation: For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other

similar matters that would not require any revision to the financial statements disclosed by the Company.

- w. 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 in terms of regulation 30 of the Listing Regulations 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.

- x. 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:

- search or seizure; or
- re-opening of accounts under section 130 of the Act; or
- 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:
 - a. name of the authority;
 - b. nature and details of the action(s) taken, initiated or order(s) passed;
 - c. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - d. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - e. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

- y. 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:

- suspension;
- imposition of fine or penalty;
- settlement of proceedings;
- debarment;
- disqualification;
- closure of operations;
- sanctions imposed;
- warning or caution; or
- any other similar action(s) by whatever name called;

along with the following details pertaining to the actions(s) taken or orders passed:

- i. name of the authority;
- ii. nature and details of the action(s) taken 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; and
- v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

Explanation: Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within 24 hours.
 - (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.
- z. Voluntary revision of financial statements or the report of the Board of Directors of the Company under section 131 of the Act.

CATEGORY B

Below are the details which the Company needs to disclose for the events on which the Company may apply materiality on the basis of guidelines referred to in sub-regulation 4 of regulation 30:

- a. commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/ division;
- b. change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new line(s) of business or closure of operations of any unit/division or subsidiary (entirety or piecemeal);
- c. capacity addition or product launch;
- d. awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts, not in the normal course of business;
- e. agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

- f. 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.;
- g. effect(s) arising out of change in the regulatory framework applicable to the Company;
- h. pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company;
- i. frauds/ defaults by employees of the Company which has or may have an impact on the Company;
- j. options to purchase securities including ESOP/ ESPS Scheme;
- k. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party;
- l. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and
- m. delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

CATEGORY C:

The Company shall also disclose other information/ events with major developments likely to affect the business of the Company, which shall, inter alia, include:

- a. emergence of new technologies;
- b. expiry of patents;
- c. change in accounting policy with significant impact on accounts etc.;
- d. 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; and
- e. any market sensitive information or event determined as material by the Board of Directors of the Company.

6. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS

Materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/ event. In order to determine whether a particular event or information is material in nature, the following 'quantitative' or 'qualitative' criteria(s) shall be applied.

Quantitative criteria

Materiality shall become applicable to an event or information where the value involved or the impact exceeds:

- a. two percent of turnover, as per the last audited [standalone/consolidated] financial statements of the Company;
- b. two percent of net worth, as per the last audited [standalone/consolidated] financial statements of the Company, 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 [standalone/consolidated] financial statements of the Company;

Qualitative criteria

Materiality shall become applicable to an event or information:

- a. if the omission of an event or information, which is likely to result in a discontinuity or alteration of event or information already available publicly; or
- b. if the 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; or
- c. if in the opinion of the Board of Directors of the Company, the event or information is considered material; or
- d. any other event / information which is treated as unpublished price sensitive information.

In terms of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value/ figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

In case where the criteria specified above (both qualitative and quantitative) is not applicable, an event or information may be treated as being material, if in the opinion of the Board of Directors of the Company, the event or information is considered material.

7. AUTHORIZATION FOR MAKING DISCLOSURES

Unless otherwise decided by the Board, the Authorized Person of the Company are severally/ jointly authorized for the purpose of determining materiality of an event/ information and for the purpose of making disclosures to Stock Exchange(s) under this Policy, the contact details of whom are also available on the website of the Company.

The Authorized Persons will be guided by the circulars issued by SEBI from time to time, while expressing a view on whether an event/ information has occurred requiring a disclosure to be made under this Policy and the contents of such disclosure.

The Authorized Persons shall take into consideration totality of factors surrounding the particular information to take a view on whether the information is market sensitive information.

The Authorized Persons may seek expert advice where so felt necessary as to whether the information is required to be disclosed in accordance with the terms of this Policy.

The Compliance Officer shall make necessary disclosures to the Stock Exchange(s) and ensure overall compliance of this Policy.

8. DISCLOSURE OBLIGATIONS

- a. All the Key Managerial Personnel of the Company shall be under an obligation to disclose material event and / or price sensitive information relating to items covered under clause 5 (Disclosure of Events) of this policy, to the Compliance officer.
- b. The materiality of events outlined in this Policy is indicative in nature. The authorized officers of the Company shall exercise their own judgement while assessing and determining the materiality of events associated with the Company.
- c. Upon receipt of information mentioned in clause 5 (Disclosure of Events) of this Policy, the Compliance Officer shall consult the Chairman and Managing Director before making disclosure of the material events and/or price sensitive information to the Stock Exchanges.
- d. The Company shall first disclose to the Stock Exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:
 - thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken. Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board meeting: Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.
 - twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company: Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of part A of schedule III, is maintained in the structured digital database of the Company in terms of provisions of the SEBI. (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the Stock Exchange(s) within seventy-two hours of receipt of the notice by the Company.
 - Provided further that disclosure with respect to events for which timelines have been

specified in clause 5 (Disclosure of Events) of this policy shall be made within such timelines.

- Provided further that in case the disclosure is made after the timelines specified under this Policy, the Company shall, along with such disclosure provide the explanation for the delay.

Explanation: Normal trading hours shall mean the time period for which the recognized Stock Exchanges are open for trading for all investors.

- e. Where any disclosure has been made under this Policy, further updates on regular basis, if any, with relevant explanations shall be made subject to same being approved by the Chairman and Managing Director.
- f. All the disclosures made under this Policy shall be uploaded on website of the Company under the 'Investor' section. The same shall be available in the archives for a period of 5 years from the date of disclosure. Thereafter, the hosting of the same shall be decided as per the policy on preservation and archiving of documents in the Company.
- g. Events or information with respect to subsidiaries, which are material for the Company and as approved by the Chairman and Managing Director, shall also be uploaded on the Company's website.
- h. The Company shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.
- i. The Company may on its initiative also confirm or deny any reported events or information to Stock Exchange(s). Provided that, if the Company confirms the reported event or information, it shall also provide the current stage of such event or information

When the Company confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the Board or the Stock Exchanges are applicable, then the effect on the price of the equity shares of the Company due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the Board.

- j. The Promoter, Director, Key Managerial Personnel or Senior Management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under sub-regulation 11 of regulation 30 of Listing Regulations and the Company shall disseminate the response received from such individual(s) promptly to the Stock

Exchanges.

- k. In case an event or information is required to be disclosed by the Company in terms of the provisions of the regulation 30 of the 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.
- l. In case where an event occurs or an information is available with the Company, which has not been indicated in para A or B of part A of schedule III of the Listing Regulations, but may have material effect on the Company, it shall make adequate disclosures in regard thereof to the Stock Exchanges.

9. INTERPRETATION

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule or regulation governing the Company, the law, rule, or regulation will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule or regulation

10. AMENDMENT TO THE POLICY

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Listing Regulations or any other rules, regulations etc., which may be amended and applicable from time to time.

The Chairman and Managing Director is empowered to amend this Policy, owing to any changes / amendments in the Act and Listing Regulations, from time to time.

Date: August 18, 2025

Place: Ludhiana.

*Note: Approved in the meeting dated **August 18, 2025**.*
