

KANODIA CEMENT LIMITED

Policy for Determination and Reporting
of Materiality of Events/Information

[Pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 & amendments made thereto]

Regd. Office:
D-19, UPSIDC Land Industrial Area, Sikandrabad, Bulandshahr, UP-203205

Corporate Office:
A-21, Sector-16, NOIDA, Gautam Buddha Nagar, UP-201301

INTRODUCTION

Kanodia Cement Limited (the “Company”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information (“Policy”) is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30(4)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, with respect to disclosure of events and information.

Regulation 30(4)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI (LODR) Regulations”] mandates that every entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the company, is material as well as any price sensitive information. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the listed entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this “Material Events Policy” of Kanodia Cement Limited (“the Company”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

OBJECTIVE AND COMMENCEMENT

The Objectives of the Policy are to:

1. enable the investors to make well-informed investment decisions
2. take a view on the Materiality of an event that qualifies for disclosure under "the Regulations";
3. 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 legislations.
4. ensure that the information disclosed by the Company is timely and transparent.
5. ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
6. protect the confidentiality of material/ price sensitive information within the context of the Company’s disclosure obligations.

The Policy shall come into force from the date of approval in the Board meeting of Company and in compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DEFINITIONS

1. “Act” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
2. “Authorised Key Managerial Personnel” means Managing Director or Whole-time Director and Chief Executive Officer or Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
3. “Board of Directors” means the Board of Directors of the Company.
4. “Company” means Kanodia Cement Limited.
5. “Key Managerial Personnel” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
6. “Listing Regulations / SEBI (LODR)” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
7. “Material Events” means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.
8. “Policy” means this policy, as amended from time to time.
9. “Price-sensitive information” means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.
10. Promoter and Promoter Group shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
11. “SEBI” means the Securities and Exchange Board of India.
12. “Rules” means the rules made under the Act.
13. “Stock Exchange” means such stock exchange where the equity shares of the Company are listed.
14. “Subsidiary” means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be

DISCLOSURE OF EVENTS /INFORMATION

A subsidiary of the Company shall be regarded as Material Subsidiary if it falls under the definition

provided above.

The Audit Committee shall on annual basis review such details / information as may be required to determine the 'Material Subsidiaries'.

CRITERIA TO DETERMINE MATERIALITY OF EVENTS OR INFORMATION

1. Events or information which are deemed to be material events.

Events specified in Para A of Part A of Schedule III of Listing Regulations are deemed to be Material Events and the Company shall make disclosure of such events or information relating to such events to the Stock Exchange as per the provisions of the Listing Regulations.

An illustrative list of such events is provided in Annexure A to this Policy.

2. Events or information which are dependent on application of guidelines for materiality.

The Company shall make disclosure of events specified in Para B of Part A of Schedule III of Listing Regulations based on application of guidelines for determining Materiality as per following criteria.

An illustrative list of such events is provided in Annexure B to this Policy.

Events / information shall be considered as Material if it meets any of the following criteria:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly
- b. 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
- c. the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e.
 - (i) two percent of turnover, as per the last audited consolidated financial statements of the Company; or
 - (ii) two percent of net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company;
 - (iii) 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.

Accordingly, any transaction exceeding the lower of (i), (ii) or (iii) above, with an annual impact in value, will be considered for the above purpose

- d. In case where the criteria specified in (i), (ii) and (iii) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company such event / information is considered material

For the avoidance of doubt, events listed in Para A – Part A of Schedule III of SEBI Listing Regulations shall be disclosed without application of materiality criteria defined in the SEBI Listing Regulations and events or information specified in Para B of Part A of Schedule III of SEBI Listing Regulations will be disclosed based on application of materiality criteria.

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, 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.

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the timelines prescribed under SEBI Listing Regulations.

DISCLOSURE OF OTHER EVENTS OR INFORMATION

Events of the Company to which neither Para A nor B of Schedule III apply, shall be disclosed if such events are considered as material by the Company.

The Company shall disclose major developments that are likely to affect its 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 any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

The Company may at its own discretion, confirm or deny any reported event or information to stock exchange(s).

AUTHORIZED KMP(s) FOR DETERMINING THE MATERIALITY OF EVENTS OR INFORMATION

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) ("Authorized Person(s)"):

- a. Chief Executive Officer (CEO) & Managing Director
- b. Chief Financial Officer
- c. Company Secretary

The contact details of these authorized Person(s) shall be disclosed to the stock exchange(s) and as well as on the Company's website

Powers and Responsibilities of Authorized KMP(s)

- a. To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an event to be reported.
- c. To review and finalise the details to be disclosed, in consultation with Managing Director of the Company ("MD").
- d. To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

- e. To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters
- f. To formulate operational guidelines for deployment of this Policy.

The materiality of events outlined above are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

DISCLOSURE

The Authorized Person shall observe the following for proper and timely disclosure to the stock exchanges of any material events/ information as defined hereon:

- I. For determining materiality of any event/transaction, reference is to be made to this Policy and the Listing Regulations as amended from time to time
- II. 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:
 - (i) 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;
 - (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - (iii) 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 disclosure with respect to events for which timelines have been specified in Part A of Schedule III of Listing Regulations shall be made within such timelines:

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

- III. All the disclosures made to the stock exchanges under this Policy shall also be disclosed on the website of the Company and the same shall be hosted for a minimum period of five years and thereafter as per the archival policy or as amended from time to time.
- IV. The Company shall also disclose all the events or information with respect to its Subsidiaries which are material for the Company.

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the SEBI Regulations or any other statutory enactments or rules, the provisions of Listing Regulations/Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy.

DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

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This Policy has been adopted at the Board Meeting held on 22.03.2025 (Saturday).

ANNEXURE A

TIMELINE FOR DISCLOSURE OF EVENTS SPECIFIED IN PARA A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Sr. No	Events	Timeline for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), 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 the associate company of the Company or any other restructuring.	Within 12 hours*
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.	Within 12 hours*
3.	New Ratings(s) or Revision in Rating(s)	Within 24 hours
4.	Outcome of Meetings of the Board of Directors 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 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)	within 30 minutes of the closure of the meeting. <i>(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)</i>

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() thereof	Within 12 hours* (for agreements where Company is a party); Within 24 hours (for agreements where Company is not a party).
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 or they are required to be disclosed in terms of any other provisions of these regulations.	Within 12 hours * (for agreements where the Company is a party); Within 24 hours (for agreements where Company is not a party).
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 whether occurred within India or abroad.	Within 24 hours
8.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours* (except in case resignation); Within 24 hours (in case of resignation)
9.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor.	Not later than twenty four hours of receipt of such reasons from the auditor

10.	Resignation of independent director including reasons for resignation.	within seven days from the date of resignation
11.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director	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 forty five 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).	Within 12 hours*
13.	Appointment or discontinuation of share transfer agent	Within 12 hours*
14.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions	Within 24 hours
15.	One time settlement with a bank	Within 24 hours
16.	Winding-up petition filed by any party / creditors	Within 24 hours
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	Within 12 hours*
18.	Proceedings of annual and extraordinary general meetings of the Company	Within 12 hours*
19.	Amendments to memorandum and articles of association of the Company, in brief	Within 12 hours*
20.	(a) Schedule of analysts or institutional investors meet and presentations made by the Company to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	at least two working days in advance (excluding the date of the intimation and the date of the meet)
21.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code	Within 24 hours

22.	Initiation of Forensic audit: 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	Within 12 hours* (if initiated by the Company); Within 24 hours (if initiated by external agency).
23.	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 these regulations and is not already made available in the public domain by the Company.	Within 24 hours
24.	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: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
25.	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	Within 24 hours

26	Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013	Within 12 hours*
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**In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above. 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 further that in case the disclosure is made after the timelines specified under this regulation, the company shall, along with such disclosure provide the explanation for the delay.

ANNEXURE B

TIMELINE FOR DISCLOSURE OF EVENTS SPECIFIED IN PARA B OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Sr. No	Events	Timeline for disclosure
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours*
2.	Any of the following events pertaining to the Company: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours*
3.	Capacity addition or product launch	Within 12 hours*
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business	Within 24 hours
5.	Agreements (viz. loan agreement(s) 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	Within 12 hours * (for agreements where Company is a party); Within 24 hours (for agreements where Company is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company	Within 24 hours
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company	Within 24 hours

10.	Options to purchase securities including any ESOP/ESPS Scheme	Within 12 hours*
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party	Within 12 hours*
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Within 12 hours*
14.	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 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	Within 24 hours
15.	Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time	Timeline as Specified by the Board.

**In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above. 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*

The timeline for making disclosure under Regulation 30A of the Listing Regulations is given below:

i. Future agreements (Reg. 30A(1)): the parties to the agreements shall inform the Company about the agreement to which Company is not a party within two working days of entering into the agreement or signing an agreement to enter into such agreements.

ii. Subsisting agreements (proviso to Reg. 30A(1)):

a. Timeline for the parties to the subsisting agreements to inform the about the agreement to which Company is not a party: July 31, 2023.

b. Timeline for the Company to disclose all such subsisting agreements to the stock exchange(s) and on its website: August 14, 2023

