



Kkalpana Industries (India) Limited

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION AND THEIR DISCLOSURE

1. Preface

Pursuant to Regulation 30 (4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Kkalpana Industries (India) Limited (“KIIL”).

Subsequently pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, notified on 14th June 2023, the “Policy for Determination of Materiality of Events & Information and their Disclosure” is revised, and to be effective from 12th August, 2023.

There is no such event occurred between 14th June 2023 and 12th August, 2023.

2. Objective of the Policy

The objective of the Policy is to ensure timely and adequate disclosure of material events and price sensitive information under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to adopt suitable practices and procedures to ensure appropriate and adequate dissemination of material events and/ or information.

3. Applicability

This Policy shall be applicable throughout KIIL. All events and/or information which are required to be disclosed by the Company subject to the criteria of materiality as provided in the Policy.

The Policy also aims at assisting relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information, and for making the necessary disclosures to the Stock Exchanges.

4. Definitions

In this Policy, unless the context otherwise requires:

- (i) **“Board of Directors”** or **“Board”** means the Board of Directors of Kkalpana Industries (India) Limited, as constituted from time to time;
- (ii) **“Company”** means Kkalpana Industries (India) Limited (KIIL);
- (iii) **“Code of Fair Disclosure”** means the Code of Practice & Procedure for Fair Disclosure as provided under the KIIL Code of Conduct for Regulating & AA:MP Revision No:00 2 Reporting Trading by Insiders and for Fair Disclosure, 2015, approved by the Board and modified from time to time;
- (iv) **“Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof;

- (v) **“Material Event” or “Material Information”** shall mean
- (a) Such event or information set out in Sections 7.1, 7.3 & 7.4 of this Policy; or
 - (b) Such event or information set out in Section 7.2 as determined to be material in terms of Section 6 of the Policy;
- (vi) **“Policy”** means this “Policy for Determination of Materiality of Events & Information and their Disclosure” and as may be amended from time to time;
- (vii) **“SEBI”** means the Securities and Exchange Board of India;
- (viii) **“Stock Exchanges”** means such stock exchange where the equity shares of the Company are listed:
- (a) BSE Limited and
 - (b) The Calcutta Stock Exchange Limited;

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5. Authorized Officers

The Key Managerial Personnel (“KMP”) are authorized to determine the materiality of an event and to decide:

- 5.1 Authorized for determining materiality of any event or information and for ensuring that disclosures of the same are made to the Stock Exchanges, subject to the provisions of this Policy. However, in absence of KMP, Company Secretary shall be overall responsible for coordinating with the stock exchanges, assisting in timely disclosures and ensuring compliances under the policy.
- 5.2 Separately disclosed to the Stock Exchanges as well as uploaded on the Company’s website (www.kkalpanagroup.com).
- 5.3 . The details that may be filed in the best interest of present and potential investors.

All such disclosures shall be signed by the Managing Director or Whole Time Director or Chief Financial Officer or Company Secretary

6. Criteria for determination of materiality of events / information

- 6.1 As per Regulation 30 of the Listing Regulations, the Company is required to make disclosure of certain events/ information specified in Para A of AA:MP Revision No:00 3 Part A of Schedule III to the Stock Exchanges without any application of the guidelines for materiality. However, events/ information specified in Para B of Part A of Schedule III to the Listing Regulations are to be disclosed only if they meet the criteria of Materiality. The guidelines for determining materiality of events or information are set out below:
 - (a) omission of any disclosure which is likely to result in alteration (including but not limited to discontinuation) of information that was previously made publicly available by the Company; or
 - (b) the omission of which is likely to result in significant market reaction if the said omission came to light at a later date; or
 - (c) omission of such event or information, whose value or expected impact in terms of value, exceeds the lower of the following:
 - 1. 2% of turnover, as per the last audited consolidated financial statements of the company
 - 2. 2% 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. 5% 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 mentioned in points (a), (b) and (c) are not applicable, the event or information may be considered material if in the opinion of the board of directors of the company, it is considered material

- 6.2 The Company shall frame a policy for determination of materiality, based on criteria specified above, duly approved by its board, which shall be disclosed on its website provided that such a policy shall not dilute any requirement as specified under the provisions of these regulations and further, provided that such a policy shall assist the relevant employees of the listed entity in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

7. Material Events/ Information

- 7.1 The Company shall make disclosure of the events and/or information specified in Para A of Part A of Schedule III to the Listing Regulations upon their occurrence to the Stock Exchanges without any application of the guidelines for materiality. (refer Schedule III of the Listing Regulations together with Internal Operating Guidelines)
- 7.2 The Company shall make disclosure of the events and/or information specified in Para B of Part A of Schedule III to the Listing Regulations upon their occurrence to the Stock Exchanges after following the procedural guidelines as given in Section 8 of this Policy. AA:MP Revision No:00 4 (refer Schedule III of the Listing Regulations together with Internal Operating Guidelines)
- 7.3 The Company shall also make disclosure of any other events/ information 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 apprise its position and to avoid the establishment of a false market in such securities.
- 7.4 Without prejudice to the above, the Company may make disclosures of event/information as specified by SEBI from time to time.
- 7.5 In case of any amendments/ updations in the list of events/ information specified in Part A of Schedule III or Part B of Schedule III of the Listing Regulations, the above list of material information/ events shall stand accordingly modified.
- 7.6 In case an event/ information is required to be disclosed by the company in terms of provisions of the Listing Regulations, pursuant to receipt of communication from any regulatory, statutory, enforcement or judicial authority, the company shall disclose such communication, along with event/ information, unless disclosure of such communication is prohibited by such authority.
- 7.7 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.
- 7.8 The Company may at its own discretion, confirm or deny any reported event or information to stock exchange(s).

1. Procedure for disclosure of events/ information

- 1.1 The Board of Directors of the Company has already adopted the Code of Fair Disclosure which provides the practices and procedures for fair disclosure of unpublished price sensitive information. The same shall be used for disclosure of material events/ information under Regulation 30 of the Listing Regulations.
- 1.2 However, in order to better ensure that the Company complies with the disclosure obligations under Regulation 30 of the Listing Regulations, the following additional procedures are prescribed.

- 1.3 In case of the occurrence of any events/ information under Sections 7.1, 7.3 & 7.4 which do not require approval of the Board of Directors, the concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors shall follow the procedure established under Section 8 of Code of Fair Disclosure.
- 1.4 In case of the occurrence of any events/ information under Section 7.2, which do not require approval of the Board of Director, the concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors shall first apply the criteria of materiality, as mentioned in Section 6 of the policy, take necessary approval (as applicable) and thereafter procedure established under Section 8 of Code of Fair Disclosure shall be followed.
- 1.5 In the event of any doubt with regard to the 'materiality' of an event/ information, the interpretation/ view of Director (Finance) and Director AA:MP Revision No:00 5 (HR), (through concerned Business Director, if applicable) shall be final. However, for those/that events/ information whose materiality is established as per this document or as a precedent, it is the responsibility of the concerned Head of Units/ Regions/ Corp. Functions/ Business sectors to report the events/ information to CC/CS for further reporting to stock exchanges, under established timelines, and as per established procedure.
- 1.6 In case approval of the Board of Directors is required for any event and/ or information referred in Section 7, then the existing Company process for seeking such approval and subsequent disclosure to the Stock Exchanges as Code of Fair Disclosure shall continue.
- 8.7 For detailed procedure for disclosure of events and/ or information, concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors shall refer to the Internal Operating Guidelines to the Policy.
- 8.8 The concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors shall ensure that their submissions to CC/CS for further AA:MP Revision No:00 6 submission to the Stock Exchanges incorporate all requisite details set out in SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13.07.2023 and any further amendments in this regard.
- 8.9 After lodgment of the announcement regarding the material information or occurrence of a material event with the Stock Exchanges, the concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors shall also ensure that the same has been uploaded on the website of the Company.
- 8.10 All announcements made under this Policy shall be kept on the website for a minimum period of 5 years and thereafter as per the Policy of the Company in this regard.
- 8.11 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 (30) minutes from closure of the meeting of the board of directors in which the decision pertaining to the event or information was taken;
 - ii. Twelve (12) hours from the occurrence of the event or information, in case the event or information is emanating from within the company;
 - iii. Twenty four (24) hours from the occurrence of the event or information, in case the event or information is not emanating from within the company:
Provided that disclosures with respect to events/ information for which timelines have been specified in Part A of Schedule III of Listing Regulations shall be made within such timelines, however if the disclosure is made after the specified timeline then an explanation for delay shall be provided by the company along with such disclosure.
- Note: The above-mentioned timelines are total hours, including working and non-working hours.
- 8.12 The disclosure with respect to events specified in point 4 of Part A of Schedule III of Listing Regulations shall be made within 30 (thirty minutes) of the conclusion of the Board meeting.

8.13 The Company shall, with respect to events/information mentioned in Part A and Part B of Schedule III of Listing Regulations, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed, with relevant explanations.

8.14 The Company shall make disclosures of events/information as specified in Part B of Schedule III of Listing Regulations based on application of guidelines for determining materiality as per this Policy.

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

8.16 The Authorised Person shall review specific query by Stock Exchange and submit adequate replies with respect to materiality of events/ information.

8.17 If the event/ information is material, the concerned Head of Units/ Regions/ Corp. Functions/ Business Sectors will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner and obtain approval of Chairman & Managing Director or Chief Executive Officer and submit the announcement to the Company Secretary.

8.18 The Compliance Officer, on behalf of the Company, will make or arrange for making the announcement with the Stock Exchanges in regard to this Policy, as applicable.

8.19 After making the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. Such disclosures shall be hosted on the website of the listed entity as per statutory provisions in this regard and as per the archival policy of the listed entity.

2. Circulation of the Policy

A copy of this Policy shall be circulated to all Directors and Head of Units/Regions/Corp. Functions/Business sectors immediately on approval by the Board/ subsequent revisions and also uploaded on the website of the Company.

3. Contact Details

Any questions or clarification about the policy or disclosures made by the company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy at:

Company Secretary and Compliance Officer
Kkalpana Industries (India) Limited
Telephone: 033-40647843
Email ID: companysecretary@kkalpana.co.in / kolkata@ kkalpana.co.in