

# KALYANI FORGE



## KALYANI FORGE LIMITED

Policy For Determinat on of Materiality of  
Events/Informat on

**Updated as on November 12, 2025.**

## **1. Objective and Scope**

This Policy is framed pursuant to **Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("Listing Regulations"), which mandate disclosure of material events or information by listed entities.

- **Regulation 30(1)**: Every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors, are material.
  - **Regulation 30(4)**: The Board shall authorize KMPs to determine materiality and make disclosures to the Stock Exchanges.
  - **Schedule III, Part A, Para A**: Specifies events that must be disclosed without applying materiality criteria.
1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
  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. Revision in Rating(s).
  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 listed entity from stock exchange(s).
  5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s), etc.) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
  6. Fraud/defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter.
  7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer.

8. Appointment or discontinuation of share transfer agent.
  9. Corporate debt restructuring.
  10. One-time settlement with a bank.
  11. Reference to BIFR and winding-up petition filed by any party/creditors.
  12. 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 listed entity.
  13. Proceedings of Annual and Extraordinary General Meetings of the listed entity.
  14. Amendments to memorandum and articles of association of listed entity, in brief.
  15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.
- The objective is to provide a framework for: - Identification and timely disclosure of material events. - Transparent communication ensuring investor confidence. - Compliance with applicable statutory and regulatory obligations.
  - This Policy applies to all business divisions, subsidiaries, and functions of **Kalyani Forge Limited** ("the Company").

## **2. Governance and Authorization**

Authorized Officers to determine materiality: - Managing Director (MD) - Chief Financial Officer (CFO) - Company Secretary (CS)

- **Regulation 30(5):** The Board shall authorize one or more KMPs for determining materiality and making disclosures to Stock Exchanges.
- **Escalation Framework:**
  1. Functional Head identifies a potential event.
  2. Reports to CFO and CS for preliminary assessment.
  3. KMPs jointly determine materiality within 24 hours.
  4. CS ensures filing with Exchanges and website disclosure.

## **3. Criteria for Determining Materiality**

- As per **Regulation 30(4)(i)(c)**, the following criteria are to be considered: - Omission likely to result in discontinuity or alteration of publicly available information. - Omission likely to result in significant market reaction. - Quantitative thresholds as specified below: - 2% of turnover, or - 2% of net worth, or - 5% of average profit/loss after tax (last three audited consolidated financial years).
- **Qualitative Considerations:** - Reputational, regulatory, ESG, or governance impact. - Management, legal, or strategic significance.

- **Schedule III, Para A:** Events listed therein (e.g., acquisition, resignation of directors, fraud, default, rating revision, etc.) shall be disclosed without applying any materiality test.

#### **4. Documentation and Recordkeeping**

Each assessment shall be documented through a **Materiality Assessment Memo (MAM)** signed by CFO/CS, containing: - Description and context. - Financial/qualitative impact. - Rationale for disclosure or non-disclosure.

Records shall be maintained for **8 years** as per **Regulation 9 of SEBI LODR**.

#### **5. Timelines for Disclosure**

- **Regulation 30(6):** Disclosures shall be made within **24 hours** from the occurrence of the event.
- **Regulation 30(8):** All disclosures shall be hosted on the Company's website for a minimum period of **5 years**.

Delayed disclosure shall be accompanied by a written explanation approved by MD and CS.

#### **6. Review and Amendment**

- **Regulation 30(10):** The listed entity shall disclose the policy on its website and provide a web link in its Annual Report. This Policy shall be reviewed annually by the Board upon recommendation of the Audit Committee.

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## **7. Policy Governance**

<b>Particular</b>	<b>Details</b>
Policy Owner	Company Secretary
Review Authority	Audit Committee / Board
Effective Date	November 12, 2025
Regulatory Reference	SEBI LODR Regulation 30, Schedule III
Disclosure	<a href="http://www.kalyaniforge.com">www.kalyaniforge.com</a>