



NARMADA GELATINES LIMITED

Policy for determination of Materiality of any event/Information

(Reviewed and updated on 25/05/2026)

The Board of Directors reviewed and updated the Policy at their meeting held on 25.05.2026

Policy for determination of Materiality of any event

POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION

Introduction

This Policy is for determination of materiality of any events or information of Narmada Gelatines Limited ("the Company") which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Board of Directors (the "Board") of the Company has approved the Policy for Determination of Materiality of Events or Information ("the Policy").

Purpose

This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations. The purpose of this Policy is to determine materiality of events and information based on criteria specified under the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

Criteria for determination of materiality of events / information

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the Listing Regulations for determination of materiality of events / information.

Disclosure of events or information

The following events / information specified in Para A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality:

A. The following will be disclosed to the Stock Exchanges any time after the decision is taken or approval is granted but not later than 30 minutes of the conclusion of the meeting of the Board of Directors of the Company (hereinafter referred to as the 'Board'):

- 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).

B. The following events / information will be disclosed to the Stock Exchanges as soon as possible but no later than 24 hours of the occurrence of the event / information:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ de-merger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean,-

- i. acquiring control, whether directly or indirectly; or,
- ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or

indirectly, such that – (a) the listed entity holds shares or voting rights aggregating to five per cent 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 the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

- 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. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
- 5. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- 6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- 7. Appointment or discontinuation of share transfer agent.
- 8. Corporate debt restructuring.
- 9. One time settlement with a bank.
- 10. Reference to BIFR and winding-up petition filed by any party / creditors.
- 11. 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.
- 12. Proceedings of Annual and extraordinary general meetings of the listed entity.
- 13. Amendments to memorandum and articles of association of listed entity, in brief.
- 14. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

C. The following events / information will be disclosed to the Stock Exchanges as soon as possible but no later than 24 hours of the occurrence of the event / information, if the impact of such event / information on the Company exceeds 10% of its gross turnover or 10% of its net worth, whichever is higher, such turnover / net worth to be based on the latest audited annual financial statements of the company:

- 1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- 2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
- 3. Capacity addition or product launch.
- 4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- 5. Agreements (viz. loan agreement(s) (as a borrower) 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.
- 6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
- 9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity.
- 10. Options to purchase securities including any ESOP/ESPS Scheme.
- 11. Giving of guarantees or indemnity or becoming a surety for any third party.
- 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Procedural Guidelines for determination of materiality of events/ information

In order to confirm that the Company complies with the disclosure obligations under Regulations 30

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of the Listing Regulations, the Board lays down by way of this policy an internal system for reporting any event / information which may require disclosure so that the event / information can be properly evaluated and verdict can be made whether its disclosure is required or not.

As per this internal system the Chief Finance Officer and Head of the Departments who are responsible for relevant areas of the Company's operations (hereinafter referred as "Reporting Executives") shall report to the Managing Director any event or information which may possibly be material or in respect of which the Reporting Executives are uncertain as to its materiality. Such reporting shall be made immediately upon the Reporting Executive becoming aware of such event or information. The Board of Directors of the Company has, in terms of Regulation 30(5) of the Listing Regulations, authorised the Managing Director, Company Secretary, and Chief Financial Officer severally to determine the materiality of events or information and to make appropriate disclosures to the Stock Exchanges, as well as to host such information on the Company's website. The Authorised Persons may seek appropriate counsel or guidance, as and when necessary, from internal or external stakeholders, as they may deem fit.

On receipt of communication of potential material event / information, the Authorized Persons with the assistance of Company Secretary will:

- Review event / information and take whatever steps necessary to verify its accuracy;
- Assess whether the event / information is required to be disclosed to the Stock Exchanges under the Listing Regulations;
- If the assessed event / information is required to be disclosed to the Stock Exchanges then Report the matter, only for the purpose of information, to Board that event / information is material and requires disclosure under Regulation 30 of the Listing Regulations and thereafter the same will be disclosed to the Stock Exchanges.

Seek Expert advice

In case Managing Director is not certain about materiality of event / information, he may refer matter for external legal/ expert advice.

Post announcement on website

In case an event is determined as material and the same has been filed with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company and will be kept there for a period of 5 years from the date of disclosure.

Communication/ Disclosure of the Policy

For all new Head of the Departments, Chief Financial officer and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Head of the Departments, Chief Financial officer and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the website of the Company.

Effective date

This policy will become effective from 1st December 2015.

Review of the Policy

The Board will review this Policy and make revisions as may be required from time to time to comply with various laws and regulations. The decision of the Board in this respect shall be final and binding.

In case the materiality threshold indicated above cannot be applied to a particular event/information, the Company will disclose such event / information.

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