



KUSHAL LIMITED
(Formerly known as Kushal Tradelink Limited)

**POLICY FOR DETERMINATION OF
MATERIALITY OF EVENTS OR INFORMATION**



I. Legal Framework

This Policy for Determination of Materiality of Events or Information is aim to provide guidelines to the management of KUSHAL LIMITED, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

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

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors has approved the “Policy for Determination of Materiality of Events or Information”. The Board shall review, and if required, amend this Policy from time to time.

This Policy will be applicable to the company effective 28th December, 2015.

II. Objective

The objective of this policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the company.

III. Definition

“**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“**Board of Directors**” or “**Board**” means the Board of Directors of Kushal Limited, as constituted from time to time.

“**Company**” means KUSHAL LIMITED.

“**Key Managerial Personnel**” mean Key Managerial Personnel as defined in sub section (51) of section 2 of the Companies Act, 2013;

“**Material Events**” or “**Material Information**” shall mean such events or information as set out in the Schedule or as may be determined in terms of Clause IV of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“**Material Subsidiary**” shall mean any subsidiary company of the company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

“**Policy**” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.



"Regulations" mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the company.

IV. Guidelines for Determining Materiality of Events or Information.

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

- (a) the events or information (of any manner) which is unpublished price sensitive information;
- (b) the omission of an events or information, which is likely to result in discontinuity or alteration of events or information already available publicly;
- (c) the omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date; and
- (d) any other event/information which is treated as being material in the opinion of the Board of Directors of the company.

V. Disclosures of Events or Information

- a. Events specified in Annexure A are deemed to be material events and the company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. inform the stock exchanges in which the securities of the company are listed;
 - ii. upload on the corporate website of the company

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the company shall, along with such disclosure(s) provide an explanation for delay.

- b. The company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining materiality as per clause IV of this policy.
- c. The company shall make disclosures of updated material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d. The company shall disclose all events or information with respect to its material subsidiaries.
- e. The company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.



- f. In case where an event occurs or information is available with the company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the company will make adequate disclosures in regard thereof.

All the above disclosures would be published on the website of the Company for a minimum period of five years and thereafter archived as per company's policy on Preservation of Documents.

VI. Authority to Key Managerial Personnel

Mr. Sandeep Agrawal, Chairman and Managing Director, Mr. Kushal Agrawal, Executive Director, CA Vimal Shah, Chief Financial Officer of the Company and CS Khushboo Surana, Company Secretary are jointly authorised to determine materiality of any event or information in consultation with Chairman and Executive Directors and disclose the same to stock exchange(s), subject to the provisions of this Policy.

Contact details:

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VII. Amendments

The Board may subject to the applicable law, 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.

VIII. Scope And Limitation

In the event of any conflict between the provisions of this policy and Regulations, Companies Act, 2013, rules and regulations or any other statutory enactments, the provisions of such Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

IX. Dissemination of Policy

This Policy shall be published on the website of the company and address of such web link thereto shall be provided in the Annual Report of the company.



Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

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 company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

- a) acquiring control, whether directly or indirectly; or,
 - b) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - i. the company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - ii. there has been a change in holding from the last disclosure 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 Credit Rating(s);
 4. Outcome of meetings of the board of directors: The Company shall disclose to the stock exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - 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).
 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(s) thereof;



6. Fraud/defaults by promoter or key managerial personnel or by company 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 company;
13. Proceedings of annual and extraordinary general meetings of the company;
14. Amendments to memorandum and articles of association of company, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors.



Annexure B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

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 company 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 company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of company;
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;
13. 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.