

Annexure - B

POLICY

On

DETERMINATION OF
MATERIALITY FOR DISCLOSURE OF EVENTS/ INFORMATION

of

CHL LIMITED



1. Introduction

In pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “Listing Regulations”), mandates disclosure of any events or information which, in the opinion of the Board of Directors (“Board” or “Board of Directors”) of CHL Limited (the “Company”), is material.

Further, Regulation 30(4)(ii) of the Listing Regulations requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. This Policy shall stand in supersession of earlier Policy with effective from **09th February 2026**.

2. Purpose

I. This Policy for determination of materiality of events / information aims at:

- To ensure that all investors have equal access to important information that may affect their investment decisions.
- To ensure that information disclosed by the Company is adequate, accurate, timely transparent.
- To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- To avoid establishment of false market in the securities of the Company.
- To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- Communicating the principles of materiality based on which the Company shall make disclosures of events or information.

Further, the Policy is designed for systematic identification, categorization, review and identification of events/ information which need to disclosure to the stock exchange and hosting of this policy on the Company’s website and regular updation of the events/ information which may have material bearing on the performance /operation of the Company.

This policy outlines the basis for determining materiality of events and/or information for making disclosures under Regulation 30 of the Listing Regulations.

3. Definitions

The terms and expressions used but not defined herein shall have the same meaning as assigned to those terms under the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Depositories and Participants) Regulations, 2018, Securities and Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be, as amended from time to time.

4. Guidelines on the criteria for Determining Materiality of an Event/Information

The Company shall consider the following criteria for determination of materiality of events or information:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 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 lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 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 listed entity;]
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material:

5. Guidance on Timing of Events / Information can be said to have occurred for disclosures

The Company may be confronted with the question as to when an event/information can be said to have occurred for making disclosures under Regulation 30 read with Schedule III of Listing Regulations.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, etc., the answer to the above question would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events which require approval of shareholders, e.g., decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholders' approval.

In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure under Regulation 30 of the Listing Regulations.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

The term 'officer' shall have the same meaning as defined under the Companies Act, 2013.

Notwithstanding the above, the Company shall confirm, deny or clarify any reported event or information in the mainstream media in terms of Regulation 30(11) of the Listing Regulations after this provision becomes applicable to the Company.

6. Disclosure of Events / Information

As per the Regulation 30(6) of the Listing Regulations, the Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations as soon as reasonably possible and in any case not later than the following:

- a.** 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;
- b.** twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c.** 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 disclosure with respect to events for which timelines have been specified in Para A & Para B of Part A of Schedule III of the Listing Regulations shall be made **within prescribed timelines** as set out in **Annexure A** herewith.

Further in case the disclosure is made after the timelines specified under aforesaid regulation, the Company shall, along with such disclosure provide the explanation for the delay.

The Company shall, with respect to disclosures referred to in aforesaid regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

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

The Company shall disclose on its website all such events or information which are considered as material under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and, thereafter, as per the archival policy of the Company.

The events or information specified in Para A of Part A of Schedule III of the Listing Regulations, as will be disclosed without the application of any materiality thresholds, as these are "deemed" to be material events.

The listed entity may on its initiative also, confirm or deny any reported event or information to stock exchange(s).

Further, the top 100 listed entities and thereafter the top 250 listed entities, with effect from the date specified by the Board, shall confirm, deny or clarify , upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than **twenty four hours** from the trigger of material price movement.

In case where an event occurs or an information is available with the listed entity, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.

Disclosure requirements for certain types of agreements binding the Company:

All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in Clause 5A of Para A of Part A of Schedule III to the Listing Regulations, shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

7. Authority / Responsibility to Determine Materiality

The Board of the Directors of the Company are authorized to carry out necessary changes to the Policy, as and when the same are necessitated, pursuant to any regulatory change. The aforesaid changes, if any, carried out by the Managing Director of the Company shall be ratified subsequently by the Board of Directors of the Company.

Pursuant to Regulation 30(5) of Listing Regulations, the Managing Director, Chief Financial Officer and Company Secretary are severally authorised to determine the materiality of an event or information for making disclosure under the Listing Regulations and the Policy and shall be severally responsible and authorised for dissemination of such events and information in accordance with provisions of the Listing Regulations or any other law as may be applicable.

8. Review of the Policy

The Policy shall be reviewed in every three years or upon any amendments to the Listing Regulations or for any reason as deemed appropriate by the Board.

This policy has been reviewed and approved by the Board of Directors in the Board Meeting held on 09th February 2026.

ANNEXURE-A

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

Para / sub-para	Events	Timeline for disclosure
A.	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):	
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 listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours * Acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, shall be disclosed quarterly as part of Integrated Filing (Governance).
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	As specified in clause (i) of Regulation 30(6) of LODR.
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 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

	<p>listed entity 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 listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity 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 listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p>	
7	Fraud or defaults by a listed entity, 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.	<p>Within 12 hours * (except in case resignation);</p> <p>Within 24 hours (in case of resignation)</p>
9	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para 7A of Para A of Schedule III.
10	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para 7B of Para A of Schedule III.
11	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para 7C of Para A of Schedule III.
12	In case the Managing Director or Chief Executive Officer of the listed entity 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,	Within 12 hours *

	shall be disclosed to the stock exchange(s).	
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 listed entity.	Within 12 hours *
18	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
19	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
20	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity 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.	Timeline as specified in sub-para 15 of Para A of Schedule III.
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 listed entities: (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 listed entity along with comments of the management, if any.	Within 12 hours * (if initiated by the listed entity); 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 a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
24	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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 listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, 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 Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A(20) of Part A of Schedule III of LODR shall be disclosed quarterly as part of Integrated Filing (Governance).
26	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours *
B.	Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)	
27	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *

28	Any of the following events pertaining to the listed entity: (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 *
29	Capacity addition or product launch.	Within 12 hours *
30	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
31	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 listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
32	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.	Within 24 hours
33	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
34	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours (except as provided under Regulation 30(6) of LODR) Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).
35	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
36	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
37	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 12 hours * Within 24 hours
38	Delay or default in the payment of fines, penalties,	Within 12 hours *

	dues, etc. to any regulatory, statutory, enforcement or judicial authority.	
39	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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 hours