



POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF AN EVENT OR INFORMATION TO STOCK EXCHANGE(S) AND DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

1. OBJECTIVE

This Policy is framed in terms of Regulation 30 and 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine materiality of events or information of the Company and disclosure of certain types of agreements binding the Company.

2. DEFINITIONS

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

“**Authorised Key Managerial Personnel**” means the Directors, Chief Financial Officer and Company Secretary, who are authorised by the Board, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of disclosure to be made to the stock exchange(s).

“**Board**” means the Board of Directors of Cheviot Company Limited (including duly authorised Committee thereof), as constituted from time to time;

“**Company**” means the Cheviot Company Limited;

“**Listing Regulations**” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications or re-enactment thereof;

“**Material Event**” or “**Material Information**” shall mean such event or information as specified in Para A of Part A of the Schedule without any application of the guideline for materiality as referred in Regulation 30(4) of the Listing Regulations or such event or information as specified in Para B of Part A of the Schedule upon application of the guidelines for materiality as referred in Regulation 30(4) of the Listing Regulations or determined material in terms of Clause 3 of this Policy;

“**Schedule**” means Schedule III of the Listing Regulations.

Any other term not defined herein shall have the same meaning as defined in the Act or Listing Regulations.



3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENT OR INFORMATION

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

- (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 which is likely to result in significant market reaction, if the said omission came to light at a later date; or
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent of turnover, as per the last audited financial statements of the Company;
 - (2) two percent of net worth, as per the last audited financial statements of the Company;
 - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of the Company;
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) are not applicable or cannot be ascertained or quantified in value terms or an event or information arising in the ordinary course of business, the Authorised Key Managerial Personnel may determine the materiality of any event or information on case to case basis.
- (e) Certain event/information shall be said to have occurred upon receipt of approval of Board of Directors, pending member's approval but shall not include in-principle approval or approval to explore (which is not final approval) given by the Board of Directors and in case of natural calamities, disruptions etc. as soon as any officer of the Company became aware of the event / information in the course of the performance of his/her duties.



4. DISCLOSURE OF MATERIAL EVENT OR INFORMATION

- (a) The Company shall inform the stock exchange(s) all the “material events” or “material information”, as soon as reasonably possible and not later than:
- (i) **thirty minutes** from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken provided however that in case the meeting of the Board closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.
 - (ii) **twelve hours** from the occurrence of any event or information which is emanating from within the Company;
 - (iii) **twenty-four hours** from the occurrence of the event or information which is not emanating from within the Company:

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

Provided further that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Provided further that disclosure with respect to event or information specified in Part A of the Schedule shall be disclosed without any application of guidelines for materiality within such timeline as provided in **Annexure 5** to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024.

Provided further that if any disclosure is made after the timelines specified from the occurrence of an event or information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

- (b) The Company shall make disclosures of material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.



- (c) All “material events” or “material information” uploaded on the website of the stock exchange(s) shall be simultaneously hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.
- (d) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any event or information and on its initiative may confirm or deny any reported event or information to stock exchange(s).
- (e) The Company shall make disclosure of event as specified in Para B of Part A of the Schedule based on application of guidelines for determining materiality as per Regulation 30(4) of the Listing Regulations or as determined in terms of aforesaid Clause 3 of this Policy.
- (f) The Company shall make adequate disclosure of an event or information, which has not been indicated in Para A or Para B of Part A of the Schedule but which may have material effect on the Company.
- (g) Any concrete information that is likely to affect business and brief details thereof which is exclusively known to the Company which may be necessary to enable the members of the Company to appraise its position and to avoid the establishment of a false market in securities shall be disclosed to the stock exchange(s).
- (h) Pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, in case of an event or information that is required to be disclosed, the Company shall disclose such information to the stock exchange(s) along with the event or information, unless disclosure of such communication is prohibited by such authority.

5. AUTHORISED KEY MANAGERIAL PERSONNEL

The Board had authorised Mr. Utkarsh Kanoria, Wholetime Director, Mr. Madhup Kumar Patni, Chief Financial Officer and Mr. Aditya Banerjee, Company Secretary and Compliance Officer of the Company, severally as Authorised Key Managerial Personnel, to determine materiality of any event or information related to the Company and to make timely disclosure to the stock exchange(s), where shares of the Company are listed as well as on the Company’s website.



6. DISCLOSURE AS PART OF INTEGRATED FILING (GOVERNANCE)

The following events or information shall be disclosed quarterly as part of Integrated Filing (Governance):

- (a) acquisition of shares or voting rights aggregating to 5 (five) percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made exceeding 2 (two) per cent of the total shareholding or voting rights in the said unlisted company;
- (b) disclosure of fine or penalty imposed by sectoral regulator or enforcement agency below rupees 1 (one) lakh or by other authority or judicial body below rupees 10 (ten) lakhs; and
- (c) Updates on ongoing tax litigations or disputes which may have an impact on the Company.

7. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY

Pursuant to Regulation 30A of the Listing Regulations, the Company upon receipt of information about any agreement entered under clause 5A to para A of part A of the Schedule by the members, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company, whether or not the Company is a party to that agreement, shall disclose the information about such agreements to the stock exchange(s) and on the website of the Company within the timelines specified in the Listing Regulations.

REVIEWED AND ADOPTED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 13TH FEBRUARY, 2025.

THIS INFORMATION IS DISPLAYED ON THE WEBSITE OF THE COMPANY IN COMPLIANCE WITH REGULATION 46(2)(u) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

CHEVIOT COMPANY LTD.