

JAYKAY ENTERPRISES LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

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1. Preamble

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), deals with the disclosure of event and information by the listed companies. The SEBI Listing Regulations prescribe that the Company shall frame a policy on determination of materiality of events or information, based on criteria specified in the SEBI Listing Regulations, which shall be approved by its Board of Directors, and shall be disclosed on its website.

The Securities and Exchange Board of India (“SEBI”) through its Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023, issued under Regulation 30 and 30A of the SEBI Listing Regulations and amendment thereon, provides guidance to listed entities according to which the listed entities have the responsibility to make disclosures that are appropriate and would be consistent with the facts of each event.

Accordingly, the Board of Directors of Jaykay Enterprises Limited (“the Company”) has framed and adopted this “Policy on Determination of Materiality of Events or Information” in terms of Regulation 30 of the SEBI Listing Regulations and Industry Standards Note on Regulation 30 of the SEBI Listing Regulations issued by Industry Standards Forum, as amended from time to time, with respect to the determination of materiality of any event or information based on criteria specified in the SEBI Listing Regulations to regulate disclosures of such event(s) or information:

- which has the potential to impact the business or operations of the Company or its material subsidiaries, if any, in India or outside; or
- which constitutes unpublished price sensitive information; or
- which is considered to be ‘material’ by the Board of Directors of the Company based on the criteria as defined hereinafter.

Further, these event(s) or information, which is exclusively known to the Company, 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.

2. Objectives of the Policy

- In order to enable investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis is essential.

- In order to assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchanges.
- To avoid establishment of false market in the securities of the Company.

3. Definitions

In this Policy, unless the context otherwise requires:

- a) **“Applicable Laws”** include any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification issued by any governmental or statutory or regulatory authority or other governmental instruction and/or mandatory standards, as may be applicable to the Company, with respect to determination of materiality of event/ information in relation to the Company, and as amended from time to time.
- b) **“Board of Directors”** or **“Board”** means the Board of Directors of the Company.
- c) **“Chief Financial Officer”** shall have the same meaning as assigned to it under the Companies Act and under the SEBI Listing Regulations.
- d) **“Committee”** means a committee of Board of Directors or any other committee so constituted.
- e) **“Companies Act”** means the Companies Act, 2013, along with rules, notifications and circulars made/ issued thereunder, as amended from time to time.
- f) **“Company Secretary”** shall have the same meaning as assigned to it under the Companies Act.
- g) **“Compliance Officer”** means a qualified Company Secretary so appointed and designated as such by the Company as per the SEBI Listing Regulations.
- h) **“Financial Year”** shall have the same meaning as assigned to it under the Companies Act.
- i) **“Key Managerial Personnel”** shall have the same meaning as assigned to it under the Companies Act and under the SEBI Listing Regulations.
- j) **“Managing Director”** shall have the same meaning as assigned to it under the Companies Act.

- k) **“Meeting of Board of Directors/Board Meeting”** means a meeting of the Board of Directors convened, conducted and held in accordance with the Companies Act and the SEBI Listing Regulations.
- l) **“Net Worth”** shall have the same meaning as assigned to it under the Companies Act.
- m) **“Promoter”** and **“Promoter Group”** shall have the same meaning as assigned to them in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- n) **“Stock Exchange”** means a recognized stock exchange as defined under the Securities Contracts (Regulation) Act, 1956, on which the securities of the Company are listed.
- o) **“Subsidiary”** shall have the same meaning as assigned to it under the Companies Act.
- p) **“Unpublished Price Sensitive Information”** or **“UPSI”** has the meaning as referred to in the Company’s Code of Conduct for Prohibition of Insider Trading read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

All other words and expressions used but not defined in this policy, but defined in the Securities and Exchange Board of India Act, 1992 or the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the SEBI Listing Regulations and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any other Act and/or applicable laws or any statutory modification or re-enactment thereto, as the case maybe.

4. **Applicability**

This Policy shall be applicable to Jaykay Enterprises Limited (“JKE” or “Company”).

5. **Disclosure of information to Stock Exchanges**

A. Information which are deemed material to be disclosed

All events that are listed under Para A of Part A of Schedule III of SEBI Listing Regulations, shall be deemed to be material and shall be disclosed to the Stock Exchanges along with the details as required by the Regulations in the prescribed manner without application of materiality criteria.

B. Information to be disclosed subject to materiality

All events that are listed under Para B of Part A of Schedule III of the SEBI Listing Regulations, shall be disclosed to the Stock Exchanges along with the details as required by the Regulations in the prescribed manner based on application of materiality guidelines as set out in the Policy.

Any information/ events with respect to subsidiary(ies) of the Company which are material for the Company, shall also be disclosed to the Stock Exchanges.

Further, the Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis to the Stock Exchanges, till such time the event is resolved/closed, with relevant explanations.

6. Guidelines for determining Materiality

Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information or event. In order to determine whether a particular event or information is material in nature, the Board / authorized Key Managerial Personnel of the Company will consider the “qualitative” or “quantitative” criteria mentioned below:

A. Qualitative Criteria

The event/information is considered material if it satisfies any of the given below condition:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of an 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.

B. Quantitative Criteria

Where the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
- b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
- c) 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 Company.

(for the above purpose, the average of absolute value of profit or loss shall be considered by disregarding the ‘sign’ positive or negative, that denotes such value, as the said value /figure is required only for determining the threshold for ‘materiality’ of the event and not for any commercial consideration).

- C. In cases where the criteria specified above are not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

While disclosing the event/ information under this Clause, such details shall be disclosed as may be required under Applicable Laws.

7. Guiding Principles - Disclosures

- A. The Company shall first disclose to the stock exchanges all events or information, after applying the guidelines on occurrence of events or information, which are material in nature as per the provisions of Regulation 30 of SEBI Listing Regulations as soon as reasonably possible but not later than:

- 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.

Provided that in case the meeting of the board of directors 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:

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.

- 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 or information for which timelines have been specified in Part A of Schedule III read with Annexure-5 issued pursuant to Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, shall be made within such timelines.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- B. The timelines stipulated in Regulation 30 of the SEBI Listing Regulations for making disclosures to the stock exchanges would begin once an Officer of the Company has become aware of the occurrence of an event / information, through credible and verifiable channels of communication.

'Officer' shall have the same meaning ascribed to it under section 2(59) of the Companies Act.

- C. In case the disclosure is made after the timelines specified under this Regulation, the Company shall, along with such disclosure provide the explanation for the delay.
- D. In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

Further, the Company, while disclosing material information which is disclosable with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication furnished in accordance with the relevant annexure provided in Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025 read with Industry Standards Note on Regulation 30 of the SEBI Listing Regulations issued by Industry Standards Forum, shall constitute sufficient compliance under Regulation 30(13) of SEBI Listing Regulations.

Additionally, any other information, viz. any major development that is likely to affect business of the Company, e.g., 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, shall be disclosed.

- E. The Company may on its own initiative also, confirm or deny any reported event or information to the Stock Exchanges.

8. Authority for determining materiality and dissemination of the information hereunder

The following Key Managerial Personnel(s) are authorized to determine whether an event or information is material and for the purpose of making appropriate disclosure on a timely basis to the Stock Exchanges.

- a) Determination of materiality of event:

The Chairman & Managing Director and/or Joint Managing Director for the time being in consultation with Chief Financial Officer and Company Secretary of the Company, or any other person as may be authorized by the Board, in accordance with the Companies Act and the SEBI Listing Regulations, shall determine the materiality of events listed under Para B of Part A of Schedule III of the SEBI Listing Regulations, which shall be considered material and shall be disclosed to Stock Exchanges within the prescribed timelines.

b) Making disclosures to Stock Exchanges:

The Company Secretary of the Company or any of the officials mentioned under Clause 8 (a) above is authorized to disseminate information and disclosure of material events / information to the Stock Exchanges.

c) Determination of relevant Employees:

The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this Policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons.

9. Disclosure

The Policy shall be disclosed on the Company's website.

All disclosures made to Stock Exchanges under the Policy shall also be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per the "Archival Policy" of the Company.

All persons mentioned in Clause 8 (a) above are severally authorized to provide specific and adequate reply to all queries as may be raised by the Stock Exchange(s) with respect to any event/information as specified by the Board from time to time, without prejudice to the generality of Clause 7 of this Policy.

10. Amendment and Conflict

Any subsequent amendment/ modification in the Applicable Laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

In the event of conflict between this Policy and any Applicable Laws, Applicable Laws shall prevail. Further, in case of any point(s)/matter(s) not specifically covered/provided for under this Policy, the same shall be adhered to/complied with in line with the requirement of applicable laws.