

## **POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS**

### **1. LEGAL FRAMEWORK**

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of KSR Footwear 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 ("SEBI Listing Regulations"), with respect to disclosure of events and information.

Pursuant to the SEBI Listing Regulations, the Board of Directors approved the "Policy for Determination of Materiality of Events or Information" vide its meeting held on June 10, 2025 and shall be effective from the said date. The Board shall review, and if found required, may amend this Policy from time to time.

### **2. 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 Regulations, to enable them to take well informed investment decisions with regard to the securities of the Company.

### **3. DEFINITION**

- a) "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b. "Board" means the Board of Directors of the Company.
- c. "Company" means "KSR Footwear Limited"
- d. "Key Managerial Personnel" mean key managerial personnel as defined under sub-section (51) of Section 2 of the Companies Act, 2013.
- e. "Policy" means this Policy, as amended from time to time.
- f. "SEBI" means the Securities and Exchange Board of India.
- g. "Rules" means the rules made under the Companies Act, 2013.
- h. "Stock Exchange(s)" means Exchange, where the Equity Shares of the Company are listed.

The terms used but not defined in this Policy shall have the same meaning as assigned to them under the SEBI Listing Regulations.

### **4. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS**

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the SEBI Listing Regulations.

## **5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY**

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the SEBI Listing Regulations subject to application of guidelines for materiality, as specified in sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

## **6. INDUSTRY STANDARDS FORUM**

In order to facilitate uniform approach in complying with the disclosure requirements and set out the standard operating procedures for the same for the listed entities, Industry Standards Note ("ISN") has been formulated by the Industry Standards Forum ("ISF") comprising of representatives of three industry associations (ASSOCHAM, CII and FICCI) under the aegis of the stock exchange(s) and in consultation with the Securities and Exchange Board of India ("SEBI"). Further, SEBI vide its Circular No. SEBI/HO/CFD-PoD/P/CIR/2025/25 dated February 25, 2025 has mandated listed companies to follow the said Industry Standards ("IS") to ensure compliance with the disclosure requirements under Listing Regulations and various circulars issued thereunder. This Policy mandates the Company to abide by the recommendations of the IS issued by ISF from time-to-time.

## **7. ANY OTHER INFORMATION / EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY**

The Company shall disclose major developments that are likely to affect business 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.

## **8. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION**

The occurrence of material event/information would be either by the Company's own accord or not in the hands of the Company. It can be categorized as under:

- a) depends upon the stage of discussion, negotiation or approval; and
- b) in case of natural calamities, disruptions etc., it would depend upon the timing when the Company became aware of the event/information.

In respect of the events under Point No. 8(a) above, the events/information can be said to have occurred upon receipt of approval of Board, e.g., further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e., Board and Shareholders.

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

In respect of the events under Point No. 8(b) above, 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 entity 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 Act and shall also include Promoter of the Company.

**9. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE**

The following KMPs are hereby jointly and / or severally authorized by Board of Directors for the purpose of determining materiality of an event or information and making disclosures to Stock Exchange(s) ("Authorized Person(s)") and to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary in this regard:

- a. Chairman
- b. Managing Director
- c. Chief Financial Officer
- d. Company Secretary

The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Persons should exercise his/her own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/she may consult Chairman before disclosing the information to the Stock Exchange(s).

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on Company's website.

**10. DISCLOSURE OF EVENTS /INFORMATION**

- a) The disclosures in respect of events and information specified in sub-para 4 of Para A of Part A of Schedule III of SEBI Listing Regulations shall be made within the prescribed time as mentioned in SEBI Listing Regulations.
- b) All other events and information falling under Part A of Schedule III of Listing Regulations apart from those specified in (a) above shall be disclosed to the Stock Exchanges in terms of SEBI Listing Regulations

**11. AMENDMENTS AND LIMITATION**

This Policy may be reviewed and amended periodically as and when required by the Board to ensure that it meets the objectives of the relevant legislation and needs of the Company and remains effective. The Board has the right to change/ amend the policy as may be expedient taking into account the law for the time being in force. In the event of any amendment(s), clarification(s), circular(s), provision(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then the same shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly.

Further, in the event of any conflict between the provisions of this Policy and the Companies Act, 2013 or any other statutory enactments or rules and SEBI Listing Regulations, the provisions of Companies Act, 2013 or statutory enactments or Rules made thereto, and SEBI Listing Regulations shall prevail over this Policy.

**12. DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company at [www.ksrfootwear.com](http://www.ksrfootwear.com)