

**PREMIER INDUSTRIAL CORPORATION LIMITED**

**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION  
&  
DISCLOSURE ON MATERIAL EVENTS / INFORMATION**

## 1. Introduction

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to frame a policy for determination of materiality of events or information which are required to be disclosed to the Stock Exchanges.

## 2. Purpose

The purpose of this Policy is to determine materiality of events and information and to ensure that the Listed entity shall make disclosure of events / transaction/ information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

## 3. Authority

This Policy has been adopted by the Board of Directors of Premier Industrial Corporation Limited (“the Company”) at its Meeting held on 9<sup>th</sup> September, 2025. The Policy shall also be displayed on the website of the Company.

## 4. Definitions:

- (a) “**Act**” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
- (b) “**Board of Directors**” means the Board of Directors of the Company
- (c) “**Company**” means Premier Industrial Corporation Limited
- (d) “**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) “**Listing Regulations / SEBI (LODR)**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- (f) “**Policy**” means this policy, as amended from time to time.
- (g) “**SEBI**” means the Securities and Exchange Board of India.
- (h) “**Rules**” means the rules made under the Act

- (i) “**Stock Exchange**” means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 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 statutory modification or re-enactment thereto, as the case may be.

#### **5. Events or information which are deemed to be material events**

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in **Para A of Part A of Schedule III of the Listing Regulations** (as may be applicable / amended from time to time). Notwithstanding anything contained in this Policy, the Company shall at all times be required to disclose all such events as are specified under sub-regulation (2) of Regulation 30 of the Listing Regulations.

#### **6. Events or information which are dependent on application of guidelines for materiality**

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in Para B of Part A of Schedule III of the Listing Regulations pursuant to this Policy.

#### **7. Criteria for determination of materiality of event or information under the Listing Regulations**

The Listing Regulations lay down the following criteria for determining the materiality of event 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;
- (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;
- (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.

## **8. Authorisation for determination of materiality of event or transaction or information**

The board of directors of the Company have authorized the following key managerial personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Listing Regulation and the contact details of such personnel are as under:

Mr. Arvind Morzaria, Managing Director, (arvind@picl.in)

Mr. Dilip Morzaria, Joint Managing Director, (dilip@picl.in)

Mr. Smeet Morzaria, Whole-time Director & CFO (smeet@picl.in)

The Authorised Person shall have the powers and responsibilities as specified in this clause:

- (a) To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- (b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an Event to be reported.
- (c) To review and finalise the details to be disclosed, in consultation with CEO or Managing Director of the Company.
- (d) To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (e) To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters
- (f) To formulate operational guidelines for deployment of this Policy.

The materiality of events outlined above are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

All functional/departmental heads of the Company shall be responsible for promptly intimating any potential event or information to the Compliance Officer/Authorised KMPs to enable timely evaluation and disclosure under this Policy.

## **9. Disclosure Process/Requirements:**

- (a) Any event purported to be reported under Regulation 30 of SEBI Listing Regulations shall be informed to the Authorised Person on an immediate basis upon occurrence, with adequate supporting data/information to facilitate a prompt and appropriate disclosure. Any other Event, even if not covered under the SEBI Listing Regulations but is potentially of price sensitive nature or non-

disclosure of which would result in discontinuity or alteration of publicly available information or is likely to result in a significant market reaction if disclosed at a later date, must also be informed, for further evaluation to the Authorised Person.

- (b) The Authorised Person will be responsible for ascertaining whether an event is to be reported on the basis of nature of information, applicability of deeming provisions, relevant impact in terms of discontinuity of market information and materiality. The secretarial, finance and compliance teams shall assist the Authorised Person in such assessment.
- (c) After evaluation, the Authorised Person shall issue a suitable disclosure notification to the stock exchanges, in consultation with the Managing Director or CEO. The secretarial team shall assist Authorised Person in such issuance.
- (d) The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website and direct email.
- (e) Statutory timeframes for disclosure shall be adhered with. Delay, if any, should be sufficiently explained along with the disclosure.
- (f) Save as otherwise provided in below mentioned clauses, the Company shall first disclose to stock exchange(s) all Events specified in Part A of Schedule III as soon as reasonably possible and not later than 24 (twenty-four) hours from the occurrence of event or information.
- (g) The disclosure with respect to events specified in point 4 of Part A of Schedule III shall be made within 30 (thirty minutes) of the conclusion of the Board meeting.
- (h) 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 listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

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

- (i) 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.
- (j) If all the relevant information, in respect of claims which are made against the listed entity 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 III of SEBI Listing Regulations, is maintained in the structured digital database of the listed entity 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 listed entity

- (k) The Company shall, with respect to events/information mentioned in Part A and Part B of Schedule III, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed, with relevant explanations.
- (l) The Company shall make disclosures of events/information as specified in Part B of Schedule III based on application of guidelines for determining materiality as per Clause V of this Policy.
- (m) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- (n) The Company shall provide adequate reply to all queries raised by stock exchange(s) with respect to any specific events or information as soon as reasonably practicable.
- (o) 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.
- (p) The Company may on its initiative also, confirm or deny any reported event or information to stock exchange(s).
- (q) In respect of matters otherwise stated under regulation 30 of SEBI Listing regulations, may be disclosed by the authorized persons taking into consideration factors such as nature of information, applicability of deeming provisions, relevant impact in terms of discontinuity of market information and materiality.

#### **10. Disclosure Requirements (other than 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 LODR regulations, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

The Company shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

## **11. Review & Amendment**

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation 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.

A handwritten signature in blue ink, appearing to read "J. M. M. M.", is located in the center of the page.