

CRANEX LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR
INFORMATION**

(EFFECTIVE DATE OF THE POLICY: 15TH MAY, 2025)

Version Control

Version	Approval date	Approved by
1	15 th May, 2025	Board of Directors

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I. LEGAL FRAMEWORK:

In terms of Regulation 30(4)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed entity shall make disclosures of events or information to Stock Exchange(s) which in the opinion of the Board of Directors of the listed entity are material and is required to frame a policy for the determination of the materiality of events/information for the purpose of adequate, accurate, explicit and timely disclosures of the same to the Stock Exchanges.

Accordingly, the Board of Directors of the Cranex Limited ('Company') has approved and adopted the following Policy for Determination of Materiality of Events/Information to be disclosed to the Stock Exchange(s) from time to time, in its meeting held on 12th April, 2025.

II. OBJECTIVE:

1. To ensure that the Company complies with the disclosure obligations as laid down in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and circular(s) & guideline(s) issued by SEBI in this regard.
2. To ensure that the information provided by the Company to the market, is timely, transparent & equally accessible to all the stakeholders including its shareholders.
3. To promote investors' confidence in the quality & integrity of the information which is publicly released by the Company.

III. MATERIAL EVENTS OR INFORMATION DISCLOSURE

1. The Company shall disclose the following material events or information to Stock Exchanges:

S. No	Category of events	Disclosure
1.	Events or information specified in Para A of	Shall be considered material immediately upon the occurrence of the event and accordingly,

S. No	Category of events	Disclosure
	Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	disclosed to the Stock Exchanges irrespective of their size, value, volume, frequency etc. A list of events is enclosed as Annexure I of this policy.
2.	Events or information specified in Para B of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Shall be disclosed upon application of the guidelines of materiality as per Clause IV of this Policy. A list of events is enclosed as Annexure II of this policy.
3.	Events or information other than those specified in Para A and Para B of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:	Brief details of the events like major developments that are likely to affect business such as the emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc., and any other information which is exclusively known to the Company and is necessary to enable the holders of Securities of the Company to appraise its position & to avoid the establishment of a false market in such Securities, will be evaluated in terms of the materiality on case to case basis.

2. Notwithstanding the above, the events or information with respect to subsidiaries which are material for the Company shall also be disclosed.

IV. CRITERIA AND GUIDANCE FOR DETERMINATION OF MATERIALITY

Materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event. While determining the materiality of an event/ information, the company shall apply the following criteria as specified in Regulation 30(4)(i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

1. Qualitative Criteria:

- 1.1 the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- 1.2 the omission of an event or information is likely to result in a significant market reaction if the said omission came to light at a later date
- 1.3 in case where the criteria specified above are not applicable, an event/ information may be treated as material if, in the opinion of the Board of Directors or the person(s) authorized by the Board of Directors, the event/information is considered material.

2. Quantitative Criteria:

- 2.1 the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following
 - 2.1.1 2% of turnover, as per the last audited consolidated financial statements
 - 2.1.2 2% of net worth, as per the last audited consolidated financial statements, except in case the arithmetic value of the net worth is negative
 - 2.1.3 5% of the average absolute value of profit or loss after tax, as per the last three audited consolidated financial statements

2.1.4 For the purpose of clause 2.1.3 above, it is clarified that the average of absolute value of profit or loss after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value.

2.2 in case where the criteria specified in sub-clause of 2.1 above are not applicable, an event/ information may be treated as material if, in the opinion of the Board of Directors or the person(s) authorized by the Board of Directors, the event/information is considered material.

V. TIMELINES FOR DISCLOSURE OF EVENTS/ INFORMATION

The Company shall ensure prompt disclosure of all material events/ information to the Stock Exchanges as soon as reasonably possible but not later than the timelines prescribed under Reg. 30 (6) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The broad principles governing the timelines for disclosure of material events/ information to Stock Exchanges are highlighted below grid:

S.no	Material events/ information	Statutory timelines
1.	Event or information which pertains to a decision taken at the meeting of the Board of Directors	within 30 minutes from the closure of the relevant Board meeting
2.	Event or information which emanates from within the Company	within 12 hours of the occurrence of the event or information
3.	Event or information which does not emanate from within the Company	within 24 hours of the occurrence of the event or information
4.	Event or information for which timelines have already been specified in Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	within the respective timelines specified in Para A of Schedule III

VI. GUIDELINES ON OCCURRENCE OF AN EVENT/ INFORMATION

1. The occurrence of material events/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) at the stage of discussion, negotiation, or approval, wherever required; and
 - b) upon occurrence of natural calamities, disruptions etc. where there is no such discussion, negotiation or approval required.
2. In the case of 1 (a), the events/ information can be said to have occurred upon receipt of approval of the Board. For instance, 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 the declaration of dividends, disclosure shall be made on receipt of approval of the Board pending shareholder's approval.
3. In the case of 1 (b), the events/ information can be said to have occurred when the Company becomes aware of the events/ information, or as soon as, the Officers of the Company have, or ought to have reasonably come into possession of the information in the course of the performance of their duties.
4. Events such as natural calamities or disruptions can be said to have occurred when the Committee/ Board becomes aware of the event/ information.

VII. KEY MANAGERIAL PERSONNEL AS AUTHORIZED PERSONS:

Pursuant to Regulation 30 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Chief Financial Officer, Company Secretary & Compliance Officer and Head of Investor Relations of the Company or any other designation as may be called heading the Investor Relations department, if any (collectively referred to as 'Authorised Persons'), are severally authorized by the Board of Directors to determine the materiality of an event/ information and disclose any event/ information whether material or otherwise, to the Stock Exchanges at an appropriate time and ensure overall compliance of this Policy.

VIII. QUERIES BY STOCK EXCHANGES

The Company shall provide a specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

IX. AMENDMENTS:

This policy is framed pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in compliance with provisions of Companies Act, 2013.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This Policy will be reviewed periodically by the Board and amended as appropriate.

ANNEXURE I

Para / sub-para	Events
1.	Acquisition(s) (including an 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 a stake in the associate company of the listed entity or any other restructuring.
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.
3.	New Ratings(s) or Revision in Rating(s).
4.	<p>Outcome of Meetings of the Board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following</p> <ol style="list-style-type: none"> a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; b. any cancellation of dividend with reasons thereof; c. the decision on buyback of securities; the decision with respect to fund raising proposed to be undertaken; d. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; e. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; f. short particulars of any other alterations of capital, including calls; g. financial results; h. decision on voluntary delisting by the Company from stock exchange(s).
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

Para / sub- para	Events
	binding and not in the normal course of business, revision(s) or amendment(s) and termination(s) thereof.
5A.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, 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, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:</p> <p>Provided that such agreements entered into by the Company 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 Company or they are required to be disclosed in terms of any other provisions of these regulations.</p> <p>Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.</p>
6.	<p>Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:</p> <p>For the purpose of this sub-paragraph:</p>

Para / sub- para	Events
	<p>(i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</p> <p>(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.</p> <p>Explanation 1- In the case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.</p> <p>Explanation 2- Default by a promoter, director, key managerial personnel, senior management, or subsidiary shall mean default which has or may have an impact on the Company.</p>
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.
7A.	In case of the resignation of the auditor of the listed entity, detailed reasons for the resignation of the auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
7B.	<p>Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities</p> <p>a. The letter of resignation along with the detailed reasons for the resignation of independent directors as given by the said director shall be disclosed to the stock exchanges. Names of listed entities in which the resigning director holds</p>

Para / sub- para	Events
	<p>directorships, indicating the category of directorship and membership of board committees, if any.</p> <p>b. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.</p> <p>c. The confirmation as provided by the Independent Director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons.</p>
7C.	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect
7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfill 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, shall be disclosed to the stock exchange(s).
8.	Appointment or discontinuation of share transfer agent
9.	<p>Resolution plan/ Restructuring in relation to loans/ borrowings from banks / financial institutions including the following details:</p> <ul style="list-style-type: none"> i. Decision to initiate resolution of loans/borrowings; ii. Signing of Inter-Creditors Agreement (ICA) by lenders; iii. Finalization of Resolution Plan; iv. Implementation of Resolution Plan; v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
10.	One-time settlement with a bank
11.	Winding-up petition filed by any party /creditors

Para / sub- para	Events
12.	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 Company
13.	Proceedings of Annual and extraordinary general meetings of the Company
14.	Amendments to Memorandum and Articles of Association of listed entity, in brief
15.	<p>(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.</p> <p>Explanation: For the purpose of this clause ‘meet’ shall mean group meetings or group conference calls conducted physically or through digital means.</p> <p>(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:</p> <p>i. the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;</p> <p>ii. the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:</p>
16.	In the case of the Corporate Insolvency Resolution Process under the Insolvency Code, the information specified in Schedule III Part A 16
17.	<p>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:</p> <p>a) The fact of initiation of forensic audit along with name of entity initiating the audit and reasons for the same, if available;</p>

Para / sub- para	Events
	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
18.	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.
19.	<p>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:</p> <ul style="list-style-type: none"> 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; along with the following details pertaining to the actions(s) initiated, taken or orders passed: <ul style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of directions or iv. order, including any ad-interim or interim orders, or any other communication from the authority; v. details of the violation(s)/contravention(s) committed or alleged to be committed; vi. Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.
20.	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,

Para / sub- para	Events
	<p>senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <ul style="list-style-type: none"> 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 <p>any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <ul style="list-style-type: none"> i. name of the authority; ii. Nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
21.	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

ANNEXURE II

Para / sub-para	Events
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division
2.	Any of the following events pertaining to the listed entity: a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or b) adoption of new line(s) of business; or c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
3.	Capacity addition or product launch
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in the normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6.	Disruption of operations of any one or more units or divisions of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure, or events such as strikes, lockouts etc
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.
10.	Options to purchase securities including any ESOP/ESPS Scheme
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party
12.	Granting, withdrawal, surrender, cancellation, or suspension of key licenses or regulatory approvals
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement, or judicial authority.