

Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

POLICY ON IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATION

A. INTRODUCTION

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 specifies the requirement for determination and disclosure of

- a. Companies which are considered to be material as a group company of the Company within the meaning of 'Group Company' defined under the SEBI Regulations;
- b. material litigation involving the issuer company, its directors, its subsidiaries (if any), its promoters and its group companies; and
- c. material outstanding dues to creditors.

B. OBJECTIVE

In view of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board of Directors ("Board") of **Kosha Fine Jewels Limited** (Formerly known as Kosha Fine Jewels Private Limited ("Company")) has adopted this policy and procedures for determination of:

- i. Group companies;
- ii. Material Litigations; and
- iii. Material Creditors.

This policy shall be called the 'Policy on Identification of Group Companies, Material Creditors and Material Litigations' ("Policy")

C. INTERPRETATION

In this Policy, unless the context otherwise requires:

- i. words denoting the singular shall include the plural and vice versa.
- ii. references to the words "include" or "including" shall be construed without limitation.

D. IDENTIFICATION OF THE GROUP COMPANIES

The Company is required to disclose certain matters in relation to its group companies in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus. The SEBI



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Regulations define “group companies” as:

“The words “group companies”, wherever they occur, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards and also other companies as considered material by the board of the issuer.”

In the opinion of the Board of the Company, “group companies” and “Related Parties” shall be companies/entities as defined under the applicable Accounting Standards (being Accounting Standard -18) and also other companies considered material by the Board of Directors of the Company.

Our Board believes that a company shall be considered material and will also be disclosed as a group company if such company is a Material Subsidiary as defined in Regulation 16 SEBI (LODR) Regulations, 2016 or if:

- i. such company forms part of the Promoter Group of the Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018; and
- ii. where the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10.00% of total revenue of the Company as per Restated Financials Statements.”

E. IDENTIFICATION OF MATERIAL LITIGATIONS

Requirement:

As per the requirements of SEBI (ICDR) Regulations 2018, the Company shall disclose all the litigation involving the Company, its joint venture(s) and directors related to:

- i. All criminal proceedings;
- ii. All actions by statutory / regulatory authorities;
- iii. Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- iv. Claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount; and
- v. Other material pending litigations - as per Policy of materiality defined by the Board and disclosed in the Offer Documents.



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G. REVIEW AND AMENDMENT


The Board (including its duly constituted committees wherever permissible) shall have the power to amend this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall automatically stand amended to reflect any changes to the SEBI Regulations, to the extent the same is the subject matter of this Policy.

H. DISCLOSURE

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 requires the same to be disclosed in its Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus of the company.

For Kosha Fine Jewels Limited

(Formerly known as Kosha Fine Jewels Private Limited)


Viral Navinchandra Kothari
Managing Director
DIN: 09011478



Place: Mumbai
Date: 22/09/2025