

Kosha

Fine Jewels Ltd.

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

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. PREAMBLE

The Board of Directors (the "Board") of Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited) (the "Company") has adopted the following policy and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

2. PURPOSE

The purpose of this Policy is to determine materiality of events and information based on the criteria specified under clause (i) of sub regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the company shall make disclosure of events/information specified in Para A and B of Part A of schedule III of the Listing Regulations to the Stock Exchanges.

3. DEFINITIONS

- (i) "**Act**" means the Securities and Exchange Board of India Act, 1992, including any statutory modifications or re-enactment thereof.
- (ii) "**Compliance Officer**" means the Company Secretary of the Company or the Officer appointed by the Board of Directors of the Company for the purpose of this Policy and the Regulations.
- (iii) "**Committee**" shall mean committee of the Board of Directors or any other committee so constituted.
- (iv) "**Financial Year**" shall have the same meaning as assigned to it under sub-section (41) of section 2 of the Companies Act, 2013.
- (v) "**Half Year**" means the period of six months commencing on the first day of April or October of a financial year.
- (vi) "**Half Yearly Results**" means the financial results prepared in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of a half year.
- (vii) "**Key Managerial Personnel**" means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- (viii) "**Listed Entity**" means an entity which has listed, on a recognised stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognised stock exchange(s);
- (ix) "**Officer**" shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.



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- (x) **"Price sensitive information"** shall have the same meaning as assigned to it in the Company's "Code of Conduct for Prevention of Insider Trading".
- (xi) **"Promoter" and "Promoter Group"** shall have the same meaning as assigned to them respectively in clauses (za) and (zb) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (xii) **"Public"** means public as defined under clause (d) of rule 2 of the Securities Contracts (Regulation) Rules, 1957.
- (xiii) **"Public Shareholding"** means Public shareholding as defined under clause (e) of rule 2 of the Securities Contracts (Regulation) Rules, 1957.
- (xiv) **"Quarter"** means the period of three months commencing on the first day of April, July, October or January of a financial year.
- (xv) **"Quarterly Results"** means the financial results prepared in accordance with these regulations in respect of a quarter.
- (xvi) **"Securities Laws"** means the Act, the securities contracts(Regulation) Act, 1956, the Depositories Act, 1996 and the Provisions of the Companies Act, 2013 and the rules, regulations, circulars and guidelines made thereunder.
- (xvii) **"Stock Exchange"** means a recognised Stock Exchange as defined under clause (f) of section 2 of Securities Contracts (Regulation) Act, 1956.
- (xviii) **"Specified Securities"** means 'equity shares' and 'convertible securities' as defined under clause (2j) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,

All other words and expressions used and not defined in this Policy or the Regulation, but defined in the Act or the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and / or the rules and regulations made thereunder, shall have 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.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The Company shall consider the criteria as specified in clause (i) of sub regulation 4 of Regulation 30 of the Listing Regulations for determination of materiality of events/ information.

Accordingly, the following aspects shall be considered when making such determinations.

- a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or



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- c) In case where the criteria specified in sub-clauses (a) and (b) above are not applicable, an event/information may be treated as being material if, the event / information is considered material in accordance with this Policy.

For events not specified to be material under the Listing Regulations, the thresholds for determining whether such event is material shall be as per the Internal Guidelines approved by the Board pursuant to this Policy. In addition, as required by the Listing Regulations, the following principles shall be followed.

- I. The disclosures referred to in this Policy shall be followed by further disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- II. The Company shall provide replies to all queries raised by stock exchange(s) with respect to any events or information in accordance with the Listing Regulations.
- III. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s) in accordance with this Policy, the Listing Regulations and other applicable laws.

5. DISCLOSURES

Pursuant to Regulation 30, the Company shall **first disclose to stock exchange(s)** of all events, as specified in Part A of Schedule III (Please refer **Annexures I** of this Policy) of the Regulation, or information **as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.**

Provided that in case the disclosure is **made after twenty four hours of occurrence of the event or information**, the Company shall, along with such disclosures provide explanation for delay.

Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A (Please refer Annexure-I to this Policy) of Schedule I shall be made **within thirty minutes of the conclusion of the Board Meeting.**

- a. The Company shall disclose the events specified in Para B of Part A of Schedule III of the Regulations, if they satisfy the guidelines of materiality specified in Regulation 30(4). Such events as specified in the Regulation, are disclosed by way of Annexure-II to this Policy.
- b. The regulation further provides that, the company shall, with respect to disclosures referred to in Regulation 30, make disclosures updating material developments on regular basis, till such time the event is resolved/ closed,



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with relevant explanations.

- c. The details to be provided while disclosing events given in Para A and Para B of Schedule II shall be in accordance with the Regulation, as may be modified from time to time.
- d. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival policy of the Company.
- e. Regulation 30(12) provides that in case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule I, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.
- f. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

6. COMMUNICATION OF THIS POLICY

This Policy shall be posted on the website of the company.

7. AMENDMENT

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

This Policy shall come into force from 22nd September 2025.

8. AUTHORISATION TO CERTAIN KEY MANAGERIAL PERSONNEL FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE(S) UNDER THE REGULATION.

The Board of the Company has authorized Mr. Viral Navinchandra Kothari, the Managing Director and Ms. Nidhi Shah, Company Secretary of the Company for the purpose of determining the materiality of an event or information and for making disclosures to Stock exchange(s) under Regulation 30.



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The contact details of the aforesaid Key Managerial Personnel are provided hereunder:

1. Name : Mr. Viral Navinchandra Kothari
Designation : Managing Director
Address : 15, Floor-5th, Plot-523, Kutch Castle, Sardar Vallabhai Patel Road, Opera House, Mumbai - 400004
Phone : +91 22 6821 0771

And

2. Name : Ms. Nidhi Shah
Designation : Company Secretary and Compliance Officer
Address : 15, Floor-5th, Plot-523, Kutch Castle, Sardar Vallabhai Patel Road, Opera House, Mumbai - 400004
Phone : ++91 22 6821 0771

For Kosha Fine Jewels Limited
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V. N. Kothari
Viral Navinchandra Kothari
Managing Director
DIN: 09011478

Place: Mumbai
Date: 22/09/2025



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ANNEXURE - I

Disclosure of Events or Information as Specified In Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Events to be disclosed without any application of the guidelines for materiality as specified in sub- regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division (s) or subsidiary of the listed entity or any other restructuring.

Explanation. - For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that —
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

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. Revision in Rating(s).
4. 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:

- 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;
- d) the decision with respect to fund raising proposed to be undertaken
- e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched;
- f) reissue of forfeited shares or securities, or the issue of shares or securities held in



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- 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;
- g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity 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 binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
 7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of Share Transfer Agent.
 9. Corporate Debt Restructuring.
 10. One Time Settlement with a Bank.
 11. Winding-up petition filed by any party / creditors.
 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 listed entity.
 13. Proceedings of Annual and Extraordinary General Meetings of the listed entity.
 14. Amendments to Memorandum and Articles of Association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Note: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.



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ANNEXURE – II

Disclosure of Events or Information as Specified In Para B of Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or 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) (as a borrower) or any other agreement(s) which are binding and not in 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 division 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. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Note: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.



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ANNEXURE – III

Disclosure of Events or Information as Specified In Para C and Para D of Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PARA C

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

PARA D

Without prejudice to the generality of para (4), (B) and (C) of Part A of Schedule II, the listed entity may make disclosures of event/information as specified by SEBI from time to time.

Note: Any amendment in the Schedule III of the Regulation shall automatically apply upon the Policy.



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