KATARIA DHULCHAND PANNALAL JEWELLERS LIMITED | MATERIALITY POLICY

INTRODUCTION

This policy ("**Policy**") has been formulated to define the materiality policies in respect of the proposed initial public offering of the equity shares of Kataria Dhulchand Pannalal Jewellers Limited ("**Company**"), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) ("**SEBI ICDR Regulations**"), in respect of the following:

A. Identification of material companies to be disclosed as Group Companies in the Offer Documents (as defined hereinafter);
B. Identification of 'material' litigation involving the Company, its Directors, its Promoters (collectively, the "**Relevant Parties**"), Key Managerial Personnel, Senior Management; and
C. Identification of 'material' creditors and outstanding dues therein.

APPLICABILITY

The board of directors of the Company ("**Board**") at their meeting held on July 31, 2026 discussed and approved this Policy. This Policy shall be effective from the date of approval of Policy by the Board.

In this Policy, the term "**Offer Documents**" shall mean the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**") and the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchanges**") and the red herring prospectus ("**RHP**"), and the prospectus ("**Prospectus**") and any addendum or corrigendum thereto, to be filed and/ or submitted by the Company in connection with the proposed initial public offering of its equity shares with SEBI, the Registrar of Companies, Madhya Pradesh at Gwalior ("**RoC**"), and/or the Stock Exchanges.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

A. Identification of companies to be disclosed as group companies

Requirement:

The SEBI ICDR Regulations define "Group Companies" as *"such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer".*

Therefore, as per the requirements of the SEBI ICDR Regulations, group companies shall include:

(i) companies (other than the corporate promoter and subsidiaries of the Company) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Document(s), as covered under the Indian Accounting Standard (Ind AS) 24; and

(ii) companies as considered material by the Board.

The policy on identification of companies to be disclosed as group companies (other than those covered under point (i) above), as below, shall be disclosed in the Offer Documents.

Policy on Materiality:

With respect to (i) above, any company which was a subsidiary of the Company (and has entered into related party transactions with the Company) during any of the financial periods being included in the Offer Documents, but have subsequently ceased to be a subsidiary prior to the date of filing of the Offer Documents, shall be considered a Group Company for the purposes of the Offer Documents if it continued to be a related party post ceasing to be a subsidiary and there were related party transactions with such

Kataria Dhulchand Pannalal
Jewellers Limited
Director

company during the period for which restated consolidated financial information is disclosed in the Offer Documents, as covered under applicable accounting standards.

With respect to point (ii), for the purpose of disclosure in the Offer Documents, a company shall be considered material and shall be disclosed as a 'Group Company', if such company (a) is a member of the promoter group of the Company (other than the subsidiaries) (as defined in the Regulation 2 (1) (pp) of the SEBI ICDR Regulations); and (b) with which there were transactions in the last three financial years and the stub period as set disclosed in the Restated Financial Statements are included in the Offer Document), (**"Test Period"**) which individually or in the aggregate, exceed 10% of the total consolidated restated revenue from operations of the Company for such Test Period.

The information about each of the group companies identified based on the above approach shall be disclosed in the Offer Documents in accordance with the SEBI ICDR Regulations.

Identification of 'material' litigation involving the Company, its promoters, key managerial personnel, senior management and its directors

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following outstanding litigations involving the Relevant Parties:

(i) All outstanding criminal proceedings (including any notices received for such criminal matters which are at first information report stage or where notices have been issued by regulatory or statutory authorities, even if no cognizance has been taken by any court or any other judicial authority).
(ii) All outstanding actions taken / penalties imposed by regulatory authorities and statutory authorities (including all penalties and show cause notices);
(iii) Disciplinary action including any penalty imposed, outstanding actions, and show cause notices issued by SEBI or stock exchanges against the Promoters in the last five financial years preceding the relevant offer documents and to be disclosed in the relevant Offer Document;
(iv) All outstanding claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; In the event any tax matters involve an amount exceeding the threshold proposed in (a) below, in relation to the Company, Promoters, Directors or the Subsidiaries, individual disclosures of such tax matters will be included; and
(v) Other pending litigations (including civil and arbitration proceedings) involving the Relevant Parties, which are determined to be material - as per Policy of materiality defined by the Board and disclosed in the Offer Documents.

As per the SEBI ICDR Regulations, the Company shall disclose the following litigation involving the Key Managerial Personnel and Senior Management of the Company:

(i) all outstanding criminal proceedings including matters which are at first information report stage whether cognizance has been taken or not by any court or judicial authority; and
(ii) all outstanding actions by regulatory authorities and statutory authorities, including notices by such authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities).

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group companies which has a material impact (as determined by the Board) on the Company. Any pending litigation (including civil litigations or arbitration proceedings) involving the group companies, as identified in accordance with provisions of SEBI ICDR Regulations, would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially and adversely affect the business, operations, cash flows, performance, prospects, financial position or reputation of the Company.

In relation to legal proceedings involving the group companies, a certificate will be obtained in relation to any pending litigation involving the group companies, the outcome of which could have a material impact on the

Kataria Dhulchand Pannalal
Jewellers Limited

Director

Company or the Offer. Further, the Board would pass a resolution taking on record such certificate provided by the group companies.

Policy on Materiality:

a) Other than litigations mentioned in points (i) to (iv), for the point (v) above, any pending civil litigation (including tax proceedings) involving the Relevant Parties would be considered 'material' for the purpose of disclosure in the Offer Documents, if the monetary amount of claim/amount in dispute, to the extent quantifiable exceeds, (a) two percent of turnover, for the most recent financial year as per the restated financial statements; or (b) two percent of net worth, as at the end of the most recent financial period as per the restated financial statements; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years as per the restated financial statements, whichever is lower ("**Materiality Threshold**").

b) Further, any outstanding civil litigations/arbitration proceedings involving the Relevant Parties wherein the monetary impact is not quantifiable or does not exceed the Materiality Threshold shall be considered 'material' and shall be disclosed in the Offer Documents, if the outcome of such litigation could have a material adverse effect on the business, performance, prospects, operations, financial position or reputation of the Company.

c) Further, pending litigations where the decision in one litigation is likely to affect the decision in similar litigations which could either individually or collectively have a material adverse effect on the business, performance, prospects, operations, financial position or reputation of the Company, shall be disclosed in the Offer Documents, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.

d) Further, any findings or observations arising out of any of the inspections by the SEBI or by any other regulator in or outside India, which are outstanding.

e) Pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by governmental, statutory, tax, judicial or regulatory authorities or notices threatening criminal action or first information report) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants/respondents in litigation/arbitration proceedings initiated before any judicial/arbitral forum, court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

B. Identification of 'material' creditors

Requirement:

1. As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents and on the website of the Company for outstanding dues to creditors as follows:

(i) Based on the policy on materiality defined and adopted by the Board, details of the outstanding dues to Company's "material" creditors which include the consolidated number of creditors, and the aggregate amount involved, will be disclosed in the Offer Documents;

(ii) Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved will be disclosed in the Offer Documents; and

(iii) Complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

For outstanding dues to micro, small and medium enterprises ("**MSME**") and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

Policy on materiality:

Kataria Dhulchand Pannalal
Jewellers Limited

Director

For identification of material creditors (except banks and financial institutions from whom the Company has availed financing facilities), in terms of point (i) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor is equivalent to or in excess of 5% of the restated trade payables of the Company as of the end of the most recent financial period covered in the restated financial statements included in the Offer Documents.

GENERAL

It is clarified that the Policy is solely for the purpose of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents, and should not be applied towards any other purpose, including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other regulatory, judicial, quasi-judicial, governmental, administrative or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

The absolute values of the materiality thresholds mentioned above will be determined once the restated consolidated financial statements are made available.

***

Kataria Dhulchand Pannalal
Jewellers Limited

Director