

POLICY ON CRITERIA TO DETERMINE MATERIALITY FOR DISCLOSURE OF EVENTS

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Reviewed, Updated and Approved by Board of Directors in their Meeting held on 20th May, 2026

1. BACKGROUND

This “Material Events Policy” (“Policy”) is formulated in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

The purpose of this Policy is to provide a framework for:

- Identifying and determining events or information which may be considered material;
- Timely and transparent disclosure of such material events or information to the Stock Exchange(s); and
- Ensuring compliance with the relevant provisions of SEBI Listing Regulations and other applicable laws.

2. OBJECTIVE:

The Policy is framed in accordance with the requirement of Regulation 30 and 30A of SEBI (Listing obligation and Disclosure requirement) Regulation, 2015 (“Regulations”) as amended time to time. The object behind this policy is to determine the materiality of event or information of the Company and to ensure that such information is adequately disseminated in pursuance with the regulations and provide on overall governance framework of such determination of materiality.

EFFECTIVE DATE:

This policy is effective from December 1st, 2015 and it is available at the website of the company. (Lastly modified on 20th May, 2026)

3. DEFINATION:

“Act” means the Companies act, 2013 and the rules framed thereunder, including any modification, addition, deletion, clarification, circular and re-enactment thereof.

“Board of Director” or **“Board”** Mean the Board of Directors of Polylink Polymers (I) Ltd. as constituted from time to time.

“Company” mean Vishal Fabrics Limited.

“Promoter / Promoter Group” shall have the meaning assigned under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

“Subsidiary company” means the subsidiary company as defined under Section 2(87) of the Companies Act, 2013.

“Authorised Key Managerial Personnel” means the Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, or Company Secretary of the Company, individually or jointly, authorized by the Board to determine the materiality of an event or information and decide the timing and content of disclosure to the Stock Exchange(s)

“Key Managerial Person” means KMP as defined in Subsection (51) of Section 2 of the Companies act, 2013

“Listing Regulation” mean an Agreement entered by the Company with Stock Exchange as per SEBI (Listing obligation and Disclosure Requirement) Regulation 2015

“Material Event or Material Information” means such event or information as set out in the schedule as may be determined in terms of clause 3 of the Policy. In this Policy the Words “Material” and Materiality shall be construed accordingly.

“Mainstream Media” includes information published in newspapers registered with the Registrar of Newspapers for India, licensed television news channels, and digital publications under the IT Rules, 2021, or any other permitted news source recognized under applicable law.

“Schedule” mean Schedule III of SEBI (Listing obligation and Disclosure Requirement) Regulation 2015.

4. GUIDELINE FOR DETERMINE THE MATERIALITY OF EVENT:

The Materiality will be determined on a case to case basis depending upon the fact and the company shall consider the following criteria for determination of materiality of events/ 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 is likely to result in significant market reaction if the said omission came to light at a later date; and

- (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.
- (e) events or information which are deemed material without application of guidelines for materiality, as specified under the SEBI Listing Regulations (as amended from time to time).

5. DISCLOSURE OF EVENTS/INFORMATION

- a. Events specified in Annexure A are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence coming to the knowledge of such event or information in the following manner:
 - I. inform the stock exchanges in which the securities of the Company are listed;
 - II. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- b. The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 4 of the Policy.
- c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed or settled with relevant explanations.
- d. The Company shall disclose all events or information with respect to its Material Subsidiary(s), if any.
- e. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f. The disclosure with respect to event specified in sub-para 4 of para A of Part A of Schedule III of SEBI (LODR) shall be made within 30 minutes of the conclusion of the board meeting.
- g. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will

make adequate disclosures in regard thereof. All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's Archived policy.

6. AUTHORITY TO KEY MANAGERIAL PERSONNEL:

In compliance with Regulation 30(5) of SEBI Listing Regulations, the Board of Directors of the Company shall authorize one or more Key Managerial Personnel (KMP) to determine the materiality of events or information and ensure proper disclosures are made.

The Chairman, CFO and Company Secretary of the Company are severally having the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy and to take the decision to disclose the material information/event to the stock exchange.

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7. AMENDMENTS:

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013 and Regulations thereunder or any other statutory enactments, rules, the provisions of such Listing Regulation / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

9. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company (<https://vishalfabricsltd.com/>) and address of such web link thereto shall be provided in the Annual Report of the Company.

ANNEXURE A

EVENTS WHICH SHALL BE DISCLOSED TO THE STOCK EXCHANGE WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY

Part A	EVENTS	Timeline for disclosure
Para A of Part A	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation 30_ DEEMED MATERIAL EVENT	
1	<ul style="list-style-type: none"> a) Acquisition(s) (including agreement to acquire), and Acquisition of 'to be incorporated' companies b) Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring). c) sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity d) sale or buy of stake in the associate company of the listed entity or any other restructuring. 	Within 12 hours. Acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, shall be disclosed quarterly as part of Integrated Filing (Governance).
2	<ul style="list-style-type: none"> a) Issuance or forfeiture of securities, b) split or consolidation of shares, c) buyback of securities, d) any restriction on transferability of securities or e) alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities 	Within 12 hours
3	New Ratings(s) or Revision in Rating(s)	Within 24 hours
4	Outcome of Meetings of the board of directors	
	<ul style="list-style-type: none"> i) Dividend or cash bonus recommended or declared ii) any cancellation of dividend with reasons thereof iii) the decision on buyback of securities iv) decision with respect to fund raising proposed to be undertaken v) increase in capital by issue of bonus shares vi) reissue of forfeited shares or securities or creation or new shares to subscribe vii) short particulars of any other alterations of capital, including calls viii) financial results ix) decision on voluntary delisting by the listed entity from stock exchange 	Within 30 minutes

5	Agreements	
	a) (viz. shareholder agreement(s).	Within 12 hours (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party)
	b) joint venture agreement(s),	
	c) family settlement agreement(s) (to the extent that it impacts management and control of the listed entity),	
	d) 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.	
5A	Agreements entered into by the	
	a) shareholders,	Within 12 hours (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party)
	b) promoters,	
	c) promoter group entities,	
	d) related parties,	
	e) directors,	
	f) key managerial personnel,	
	g) employees of the listed entity	
	h) or of its holding, subsidiary or associate company,	
other then listed entity	1) among themselves or 2) with the listed entity or 3) with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, (1) impact the management or control of the listed entity or (2) impose any restriction on listed entity or (3) create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:	
by listed entity	Provided that such agreements entered into by a listed entity 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 listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	
6	Fraud or defaults by	
	a) a listed entity,	Within 24 hours
	b) its promoter,	
	c) director,	
	d) key managerial personnel,	
	e) senior management or subsidiary or	

	f) arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	
7	Change in	
	a) directors,	Within 12 hours (except in case resignation) Within 24 hours (in case appointment)
	b) key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, CS)	
	c) senior management,	
	d) Auditor	
	e) Compliance Officer.	
7A	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Not later than 24 hours of receipt of such reason for resignation
7B	Resignation of independent director including reason for resignation.	Within 7 days from the date resignation.
	Following disclosures shall be made to the stock exchanges;	
	a) The letter of resignation along with detailed reasons for the resignation as given by the said director	
	b) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	
	c) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	
	d) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchange exchanges.	
7C	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director	Within 7 days from the date resignation.
7D	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil 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).	Within 12 hours
8	Appointment or discontinuation of share transfer agent.	Within 12 hours
9	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10	One-time settlement with a bank.	Within 24 hours
11	Winding-up petition filed by any party / creditors.	Within 24 hours
12	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or	Within 12 hours

	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.	Within 12 hours
14	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours
15	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.	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 24 hours from the conclusion of such calls, whichever is earlier,
	(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	(ii) the transcripts of such calls shall be made available on the website within 5 working days of the conclusion of such calls
16	Everts in relation to the corporate insolvency resolution process (CRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17	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:	Within 12 hours (if initiated by the listed entity);
	a) The fact of initiation of forensic audit along with name of entity initiating the audit and reasons for the same, if available	Within 24 hours (if initiated by external agency).
	b) Final forensic audit report (other than for forensic audit initiated by regulatory endorsement agencies) on receipt by the listed entity along with comments of the management, if any.	
18	Announcement or communications through social media intermediaries or mainstream media by	Within 24 hours
	a) directors,	
	b) promoters,	
	c) key managerial personnel or	
	d) 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	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:-	Within 24 hours
	(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	
20	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the	Within 24 hours
	a) listed entity or	
	b) its directors,	
	c) key managerial personnel,	
	d) senior management,	
	e) promoter or subsidiary,	
	in relation to the listed entity, in respect of the following	
	(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	
	(i) any other similar action(s) by whatever name called,	
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.	Within 12 hours

***** Explanation – Imposition of fine or penalty shall be disclosed in the following manner**

(i) Disclosure of fine or penalty of **rupees one lakh** or more imposed by sectoral regulator or enforcement agency and fine or penalty of **rupees ten lakhs** or more imposed by other authority or judicial body shall be disclosed **within twenty four hours.**

(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds (rupees one lakh or rupees ten lakhs respectively) specified in the clause (i) above on a quarterly basis in the format as may be specified.]

<p>Reg 30A: Disclosure requirements for certain types of agreements binding listed entities</p>	<p>The timeline for making disclosure under Regulation 30A of the LODR Regulations is given below:</p>
<p>30A. (1) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity 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 these 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: Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the listed entity, about the agreement to which such a listed entity is not a party and the listed entity shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.</p> <p>(2) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the 326[***] details of such agreements are available, in the Annual Report for the financial year 2022-23 or for the financial year 2023-24.]</p>	<p>Reg. 30A(1): the parties to the agreements 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 the agreement or signing an agreement to enter into such agreements.]</p>

ANNEXURE B:

ILLUSTRATIVE LIST OF EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY.

Para B of Part A	Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)_ MATERIAL IF THE CRITERIAL FULFILL	
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours
2	Any of the following events pertaining to the listed entity:	
	(i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or	Within 12 hours
	(ii) adoption of new line(s) of business; or	
	(iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	
3	Capacity addition or product launch.	Within 12 hours
4	Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5	Agreements (viz. loan agreement(s) or any other agreement(s)	Within 12 hr. * (for agreement where listed entity is a party)
	which are binding and not in normal course of business and revision(s) or amendment(s) or termination(s) thereof.	within 24 hr. (for agreement where listed entity is not a party)
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.	Within 24 hours
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours (except as provided under Regulation 30(6) of LODR) Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours

10	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours
11	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13	Delay or default in the payment of finances, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours
Para C of PART A	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.	Within 24 hours
Para D. of Part A	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by SEBI
Note: In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.		