HEG GRAPHITE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION AND DISCLOSURE TO STOCK EXCHANGES

SEBI has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on September 2, 2015. As per Regulation 30 of the Listing Regulations, every listed entity is required to frame a policy for determination of materiality of events or information duly approved by its Board of Directors, which would be disclosed on its website.

Accordingly, the Board of Directors of the Company has adopted this policy in there meeting held on August 10, 2026 and modified on August 24, 2026 in compliance with above mentioned Regulations and also to formulate a Policy to determine the materiality of certain events and in order that such material events and information are disclosed to the Stock Exchanges in a timely manner.

DEFINITIONS

a) "Company" shall mean HEG Graphite Limited.

b) "Industry Standard Note" means Industry Standards Notes issued by Industry Standards forum on Regulation 30 of Listing Regulations and notified by SEBI, from time to time.

c) "Key Managerial Personnel" means key managerial personnel as defined under clause (51) of Section 2 of the Companies Act, 2013.

d) "Mainstream media" means mainstream media as defined under Regulations 2(1)(ra) of the Listing Regulations.

e) "Net worth" means net worth as defined in sub-section (57) of Section 2 of the Companies Act, 2013.

f) "Turnover" means turnover as defined under sub-section (91) of section 2 of the Companies Act, 2013.

A) GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

a. Events or information specified in Para A of Part A of Schedule III of the Listing Regulations (as amended from time to time) shall be deemed to be material. These events shall be disclosed to the Stock Exchange(s) without applying the test of materiality within the prescribed timelines and in the manner stipulated under the Listing Regulations read with Industry Standards Note. Such events are mentioned in Annexure "A" for ready reference.

b. In respect of events or information specified in Para B of Part A of Schedule III of the Listing Regulations (as amended from time to time), as specified in Annexure "B" shall be disclosed to the Stock Exchange(s) within the prescribed timelines and in the manner stipulated under the Listing Regulations read with Industry Standards Note.

c. Any other 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

d. While determining the materiality of the events or information, the following criteria shall be considered for determination of materiality:-

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 which is likely to result in significant market reaction if the said omission came to light at a later date; or

1.3 In case where the criteria specified in sub-clauses 1.1 and 1.2 above or the quantitative criteria specified below in sub clause 2, are not applicable, an event/ information may be treated as being material in the opinion of the Board of Directors of Company, such event/information will be considered material.

1.4 The Company shall also disclose all such events/information with respect to subsidiaries, if any, which are material for the Company.

1.5 The Company may on its own initiative also, confirm or deny any reported event/information to stock exchange(s). If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

2. Quantitative Criteria

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 two percent of turnover, as per the last audited consolidated financial statements of the Company; or

2.2 two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or

2.3 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 Company.

In case where the criteria specified in sub-clauses 2.1. 2.2 and 2.3 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:

* For computation of 'expected impact in terms of value', the Company shall consider the expected impact over the ensuing four quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter).

Without prejudice to the above and subject to the applicability of Regulation 30(11) of the Regulations, the Company shall confirm, deny or clarify (within the timelines prescribed under the Regulations) any reported event/information/ material business operations in foreign jurisdiction in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event/information in terms of the provisions of the Listing Regulations read with Industry Standards Note.

Disclosure / non-disclosure would typically be in compliance with the regulatory requirements if while undertaking the assessment of the "value" and "expected impact in terms of value", the listed entity places reliance on the principles for measurement set out under the applicable accounting standards (such as the PPR test formulated basis the principles for measurement set out under Ind AS 37), so as to ensure consistency between the disclosures made to the stock exchanges, and the disclosures made in the financial statements. For instance, if the outcome for a matter (above the materiality threshold) falls within probable or possible category then it may be disclosed, however, if it falls within remote (very unlikely) category then disclosure may not be required under Para B(8) of Part A of Schedule III.

Note: The average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / Figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

3. Dissemination or Communication to public through social media intermediaries / mainstream media / news channel / otherwise by the Company's official(s), being directors, promoters, key managerial personnel or senior management personnel, in relation to any event or information which is material in terms of regulation 30 of SEBI Listing Regulations and is not already made available in the public domain by the Company, shall be disseminated after giving due intimation to Stock Exchanges.

Note:

- The information already available publicly means events/ information that is already accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered available publicly.
- Significant market reaction means events/ information that is not available publicly would be an information that the same is likely to materially affect the price upon coming into the public domain.

4. In terms of fourth proviso to sub regulation 4 of regulation 30 of Listing Regulations, Relevant Employees are required to use this policy, to identify the potential material events or information and reporting the same to the Authorised Persons for determination of materiality of the said events and information in terms of this policy.

The Relevant Employees of the Company shall be under an obligation, to disclose to the Authorised Persons, any event or information, for which they have knowledge, and which may be deemed to be material in terms of this policy.

Relevant Employee shall inform such potential material events to Authorised Person promptly. The expression 'promptly inform' shall imply that the Authorised Person must be informed as soon as practically possible and without any delay.

Here **Relevant Employees** means Senior Management in terms of regulation 16 (1) (d) of Listing Regulations and any other employees of the Company as designated or identified by the Board of Directors or Nomination and Remuneration Committee from time to time.

B) GUIDANCE ON WHEN AN EVENT/ INFORMATION CAN BE SAID TO BE HAVE OCCURRED FOR DISCLOSURES UNDER REGULATION 30 OF THE LISTING REGULATIONS

The event or information is required to be disclosed to the Stock Exchanges on its occurrence which would depend upon the following:

a) The stage of discussion, negotiation or approval for e.g. upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders, However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.
In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure under regulation 30 of the LODR Regulations.

b) In other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the occurrence of event would depend upon the timing, when the Company/ Authorised Persons became aware of the event/information or as soon as, an Officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term **'officer'** shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity. The Company may confirm, deny or clarify any reported event or information in the mainstream media in terms of regulation 30(11) of the LODR Regulations as applicable form time to time.

Notes:

a. In circumstances where 'qualitative' test may not be applicable 'quantitative' test may be applied to determine materiality.
b. Turnover indicated above means revenue from operations, as reflected in the latest available audited annual balance sheet of the Company.
c. The Company does not have listed nonconvertible debt securities/nonconvertible preference shares, accordingly the events/information relating thereto do not form a part of this policy.

C) Authorization for determining materiality of an event or information:

The following officers are hereby severally authorised for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock

Exchange(s) under regulation 30(5) of the Listing Regulations. The contact details are as under:

Sr. No	Name of the Officials	Designation	Responsibility	Contact number	Fax number	Email
1.	Shri Ravi Jhunjhunwala	Chairman, Managing Director and CEO	Authorised for determining the materiality of an event or information	+91-120-4390300	+91-120-4277841	heg.investor@lnjbhilwara.com
2.	Shri Manish Gulati	Executive Director	Authorised for determining the materiality of an event or information	+91-120-4390300	+91-120-4277841	manish.gulati@lnjbhilwara.com
3.	Shri Puneet Anand	Director	Authorised for determining the materiality of an event or information	+91-120-4390300	+91-120-4277841	Puneet.anand@lnjbhilwara.com
4.	Shri Ravi Kant Tripathi	Chief Financial Officer	Authorised for determining the materiality of an event or information	+91-120-4390300	+91-120-4277841	rk.tripathi@lnjbhilwara.com
5.	Shri Vivek Chaudhary	Company Secretary	Authorised for making disclosures to the Stock Exchange(s) under Regulation 30.	+91-120-4390300	+91-120-4277841	vivek.chaudhary@lnjbhilwara.com

D) Disclosure to Stock Exchanges:

The timeline and procedure for dissemination of any occurred material event or information will be as follows:

1. The **timelines for disclosure** shall be triggered once an **officer (including the above authorised persons) of the listed entity** becomes aware of a material event or information through a **credible and verifiable channel of communication**.

   As per **Section 2(59) of the Companies Act, 2013**, the term *"officer"* includes any director, manager, key managerial personnel, or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

2. The information shall be given first to the Stock Exchange(s) before providing the same to any third party.

3. The details of the material events or information as provided under Para A of Part A of Schedule III of Listing Regulations shall be disclosed to the Stock Exchange as soon as reasonably possible and in any case not later than the following:

   (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken; however, in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal

trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting;

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

(iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines as per Annexure "A".

The events mentioned under Para B of Part A of Schedule III of Listing Regulations, if identified to be material in terms of this policy shall be informed to the Stock Exchanges within the timeline specified as per Annexure "B".

In case the disclosure is made after the above specified timelines specified, the Authorised Persons shall provide explanation for the delay along with the disclosure(s) made to the Stock Exchanges.

In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

The Company shall provide specific and adequate reply / clarification to all the queries raised by the Stock Exchanges with respect to any event or information, whether material or immaterial, as soon as reasonably practicable.

Defense for non-compliance with the timelines prescribed if there is any reasonable delay on account of:

(i) a force majeure event,
(ii) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.), or
(iii) information/ event relating to subsidiary, director, key managerial personnel, senior management or promoter (where listed entity is not directly involved), etc. In such events, explanation for the delay should be provided along with the disclosure of the event / information.

E) Disclosure requirements for certain types of agreements binding Company

(1) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company 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 of Listing Regulations, shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

F) Display:

The Company will disclose on its website all such events or information which have been disclosed to Stock Exchange(s). Further, the policy shall be displayed on the Company's website.

G) Modification in the Policy:

The Board of Directors may at its sole discretion modify this Policy at any time as it may deem fit in view of various factors including the changes in applicable laws and regulations and change in turnover significantly.

Annexure "A"

Disclosure Timeline and Events which shall be disclosed without any application of the guidelines for materiality as specified in Sub-Regulation (4) of Regulation (30) of the Listing Regulations and Materiality Criteria as stated in this Policy

Para / sub-para	Events	Timeline for disclosure
1.	Acquisition(s) (including 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 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.	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.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	As specified in clause (i) of Regulation 30(6) of LODR.
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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity 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 listed entity or impose any restriction or 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: 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.	Within 12 hours *(for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case resignation); Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	As soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
7B.	Resignation of independent director including reasons for resignation.	Within seven days from the date of resignation.
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 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 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 any class of them or advertised in the media by the listed entity.	Within 12 hours *
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. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) 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: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (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.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
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.	Within 24 hours
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: (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;	Within 24 hours

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, senior management, 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;	Within 24 hours Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A(20) of Part A of Schedule III of LODR shall be disclosed quarterly as part of Integrated Filing (Governance).
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 *

Annexure "B"

The events/information and corresponding materiality criteria pursuant to Para B of Part A of Schedule III of the Listing Regulations and this Policy

S.No.	Events	Timeline for Disclosure
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: 1. arrangements for strategic, technical, manufacturing, or marketing tie-up; or 2. adoption of new line(s) of business; or 3. closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
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) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.	Within 12 hours *(for agreements where listed entity is a party); Within 24 hours (for agreements 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 fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *
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.	Within 24 hours
D.	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 the Board.

* **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 30 minutes or 3 hours, as applicable as per Regulation 30(6), from the closure of such meeting as against the timeline indicated in the table above.

The timeline for making disclosure under Regulation 30A of the LODR Regulations is given below:

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.

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