

POLICY FOR DETERMINATION OF MATERIALITY OF INFORMATION OR EVENTS

(Approved by Board of Directors at their meeting held on 26th February, 2026 and effective from 26th February, 2026 in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments.)

1. PRELUDE:

The Board of Directors (the 'Board') of **Shayona Engineering Limited** ('the Company'), at its meeting held on 26th February, 2026, has approved the Policy for determination of Materiality of information/ event for Disclosures in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') as prescribed by the Securities and Exchange Board of India ('SEBI') vide its notification no. SEBI/LAD-NRO/GN/2015-16/013 dated 2 September 2015 read together with circular no. CIR/CFD/CMD/4/2015 dated 9 September 2015 and as amended from time to time, including SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024.

The Policy shall be applicable to the Company with effect from 26th February, 2026.

Subsequently, the Board of Directors of the Company may review and amend this Policy from time to time in accordance with the prevailing regulatory norms.

This policy may be modified/amended/alterd by the Board of Directors of the Company from time to time except in case of any statutory modification/amendment/alteration of the provisions of LODR by SEBI or any other statutory authority, which shall be deemed to be implemented in the Policy immediately on such notification for modification/ amendment/ alteration etc. coming into effect. In case there are any provisions/requirements in this Policy which are inconsistent with the provisions/requirements carried by LODR (as applicable from time to time), then the provisions/requirements of LODR shall prevail over those carried by this Policy.

The provisions of LODR mandate that every listed entity shall make disclosures of any information or event which, in the opinion of the Board of Directors of the listed entity is material. LODR divides such information/ events that need to be disclosed broadly into the following categories

- Information/ events that should be disclosed by the listed entity, if considered material i.e. upon the applicability of the test of materiality and as indicated by SEBI in LODR.

- Information/ events that have to be disclosed if the Information/ events viz. major development etc. which is likely to affect business.

The purpose of this Policy is to determine the materiality of any information or event or to identify such information or event which may not be material but sensitive enough requiring its disclosure to the Stock Exchanges in terms of the requirements of Regulation 30 read with Schedule III of LODR.

Securities and Exchange Board of India, has *vide* its Notification dated 2nd September, 2015, introduced the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st December, 2015, whereby, every issuer or the issuing Company which has previously entered into agreement(s) with a recognised stock exchange to list its securities, shall execute a fresh listing agreement with such stock exchange within six months of the date of notification of these Regulations.

Regulation 30(4)(ii) of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the Company to frame a policy for determination of materiality, based on criteria specified in this sub-regulation, and duly approved by its Board of Directors.

Further, Securities and Exchange Board of India has *vide* its Circular No. CIR/CFD/CMD/4/2015, dated 9th September, 2015, indicated the details that need to be provided while disclosing events as amended from time to time including SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024.

The Company endeavors to attain high level of transparency, accountability and equity with the ultimate objective of providing maximum customer satisfaction & increasing long term shareholders value keeping in view the needs and interest of all stakeholders. To achieve these objectives, the Company hereby notifies this Policy for Determination of Materiality of Information or Events.

2. DEFINITIONS:

- i.** “**Act**” means the Securities and Exchange Board of India Act, 1992, including any statutory modifications or re-enactment thereof.
- ii.** “**Board**” means the Board of Directors of Shayona Engineering Limited.
- iii.** “**Company**” means Shayona Engineering Limited.
- iv.** “**Chief Executive Officer**” or “**Managing Director**” or “**Manager**” shall mean the person so appointed/ re- appointed in terms of the Companies Act, 2013.
- v.** “**Compliance Officer**” means the Company Secretary of the Company appointed by the Board of Directors of the Company for the purpose of this Policy and the Regulations.

- vi.** “**Committee**” shall mean committee of the Board of Directors or any other committee so constituted.
- vii.** “**Financial Year**” shall have the same meaning as assigned to it under sub-section (41) of section 2 of the Companies Act, 2013.
- viii.** “**Key Managerial Personnel**” means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- ix.** “**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);
- x.** “**Officer**” shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.
- xi.** “**Policy**” means this Policy, as amended from time to time.
- xii.** “**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, 2018, as amended from time to time.
- xiii.** “**Public**” means public as defined under clause (d) of rule 2 of the Securities Contracts (Regulation) Rules, 1957.
- xiv.** “**Public shareholding**” means Public shareholding as defined under clause (e) of rule 2 of the Securities Contracts (Regulation) Rules, 1957.
- xv.** “**Quarter**” means the period of three months commencing on the first day of April, July, October or January of a financial year.
- xvi.** “**Quarterly Results**” means the financial results prepared in accordance with these regulations in respect of a quarter.
- xvii.** “**Regulation**” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof.
- xviii.** “**Schedule**” means a schedule annexed to the Regulation.
- xix.** “**SEBI**” means the Securities and Exchange Board of India.
- xx.** “**Stock Exchange**” means a recognised Stock Exchange as defined under clause (f) of section 2 of Securities Contracts (Regulation) Act, 1956.

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 the 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.

3. CRITERIA FOR DETERMINING MATERIALITY:

For the purpose of this Policy, any of the following individual information or event shall be considered significant to the operations and performance of the Company and be deemed to be material and hence need disclosure to Stock Exchanges as per details given below.

3.1 Information/ events as specified in Schedule III, Part-A of the Regulations are deemed to be material Information/ events and shall be disclosed to Stock Exchanges without application of materiality.

3.2 Information/ events as specified in Schedule III, Part-B of the Regulations, which shall be disclosed to the Stock exchanges upon application of guidelines for materiality as follows:

4. GUIDELINES FOR DETERMINING MATERIALITY OF INFORMATION OR EVENTS:

4.1 Event/information based on Qualitative Impact –

4.1.i the omission of an information or event, which is likely to result in discontinuity or alteration of information or event already available publicly; or

4.1.ii the omission of an information or event is likely to result in significant market reaction if the said omission came to light at a later date; or

4.1.iii any other event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

4.2 Event/information based on Quantitative Criteria –

An event/information shall be considered material if the omission of such event/information is likely to result in a significant market reaction or where the value or expected impact where the value or expected impact of such event/information exceeds the lower of the following thresholds, as per the last audited consolidated financial statements of the Company:

- Two percent (2%) of turnover; or
- Two percent (2%) of net worth, except where the arithmetic value of net worth is negative; or
- Five percent (5%) of the average of the absolute value of profit or loss after tax for the last three audited financial years.

The above quantitative thresholds shall be applied in conjunction with qualitative factors to determine materiality and decide whether the event/information requires disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Without prejudice to the generality of the foregoing, the Company may make disclosures of any event/information as specified by SEBI from time to time. In case any event/information is available with the Company, which has not been indicated above but which may have material effect on the Company then the Company is required to make adequate disclosure to the Stock Exchanges in this regard.

5. DISCLOSURE:

The Company shall also disclose the following events / information to the Stock Exchanges –

- 5.1 Event/information 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
- 5.2 Any event/information as may be specified by SEBI from time to time.

6. TIMING FOR DISCLOSURE:

6.1 Board Meeting Outcomes

Disclosures of material events or information arising from decisions taken at a meeting of the Board of Directors shall be made to the Stock Exchange(s) within thirty minutes of the conclusion of such meeting.

Provided that:

- If the meeting concludes after normal trading hours but more than three hours before the next trading session begins, disclosure shall be made within three hours of the meeting's conclusion;
- If the Board meeting spans more than one day, disclosure of financial results shall be made within thirty minutes or three hours, as applicable, on the day of consideration.

6.2 Other Material Events or Information

Material events or information shall be disclosed:

- Within twelve hours, if the event/information emanates from within the Company;

- Within twenty-four hours, if the event/information does not emanate from within the Company.

6.3 Litigation Disclosure Exception

In case of claims under litigation or disputes (excluding tax matters), if the relevant details are maintained in the structured digital database under SEBI (PIT) Regulations, 2015, the disclosure shall be made within seventy-two hours of receipt of notice.

6.4 Specific Timelines under Schedule III

Where specific timelines are prescribed under Part A of Schedule III, disclosure shall be made within those timelines.

6.5 Correction or Update

In case the Company makes any public announcement or discovers that any disclosure made earlier contains errors or omissions, the Company shall promptly disclose the correct information or update the earlier disclosure.

6.6 Events with Unknown Time of Occurrence

Where the exact time of occurrence of an event/information is not ascertainable, the disclosure shall be made as soon as reasonably possible after the Company becomes aware of such event/information.

6.7 Delay Explanation

If disclosure is made after the specified timeline, the Company shall provide a reasoned explanation for such delay in the disclosure to the Stock Exchange(s).

7. AUTHORISATION:

The Board shall authorise one or more KMP, including the Company Secretary, for determining materiality and making disclosures:

7.1 of determining materiality of an information or event that qualifies for disclosure under Regulation 30 of LODR and this Policy and;

7.2 of making disclosures to the Stock Exchange(s) of any material event or Information.

Contact details of KMP:

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Managing Director

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8. UPLOADING:

The Company shall disclose on its website all such information or events which has been disclosed to Stock Exchange(s) under this Policy and such disclosure shall remain hosted on the website of the Company for a minimum period of five years and thereafter the same shall be treated as per the Company's Policy for Preservation of Documents and Archival.

9. AMENDMENT:

The Board reserves its right to amend or modify this Policy in whole or in part, at any time, when it deems appropriate, in accordance with any amendment to the applicable provisions of Act, including rules thereof and / or the regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the provisions of the Act, or any other regulations, which makes any of the provisions in the Policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.