

# **Bengal & Assam Company Limited**

## **POLICY FOR DETERMINING MATERIALITY OF EVENTS**

**[Pursuant to Regulation 30 of the Securities  
and Exchange Board of India (Listing  
Obligations and Disclosure Requirements)  
Regulations, 2015]**

**Adopted on : 30<sup>th</sup> November, 2015**

**Amended on : 11<sup>th</sup> August, 2023**

## I. PREAMBLE:-

The Securities and Exchange Board of India (SEBI) has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) on 2<sup>nd</sup> September 2015, effective from 1<sup>st</sup> December 2015.

This Policy has been framed in accordance with the requirements of the Regulation 30 of the said Listing Regulations, as amended on date, to provide a framework for determining materiality of events or information of the Company.

## II. DEFINITIONS:

Unless the context otherwise requires, the words, terms, expressions and derivations used in this Policy shall have the meaning given in the Listing Regulations:

- a. “**Board of Directors**” or “**Board**” means the Board of Directors of Bengal & Assam Company Limited (including duly authorised committee thereof), as constituted from time to time.
- b. “**Company**” means Bengal & Assam Company Limited.
- c. “**Material Event**” or “**Material Information**” shall mean such event or information as set out in this Policy or as may be determined in terms of Clause III of this Policy. In this Policy, the words, “material” and “materiality” shall be construed accordingly.

## III. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

- a. Events or information specified in Para A of Part A of Schedule III to the Listing Regulations, shall be deemed to be material.

Such events shall be disclosed without any application of the guidelines for materiality.

- b. In respect of events or information specified in Para B of Part A of Schedule III to the Listing Regulations, the following criteria shall be applied for determination of materiality:-

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

(ii) 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

(iii) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

(1) 2% of turnover, as per the last audited consolidated financial statements of the Company;

(2) 2% 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;

(3) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;

(iv) In case where the criteria specified in sub-clauses (i), (ii) and (iii) is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (Amendment Regulations) shall be disclosed by the Company within thirty days from the date of coming into effect of the Amendment Regulations.

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 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.

c. Without prejudice to the generality of para (a), (b) and (c) above, the Company may make disclosures of event/information as specified by SEBI from time to time.

#### IV. **DISCLOSURES OF EVENTS OR INFORMATION**

- a. The Company shall disclose to the stock exchange(s) all the events or information as specified in Clause III above, within such time as specified in the Listing Regulations.
- b. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- c. All the above disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Archival Policy of the Company.
- d. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- e. In case an event or information is required to be disclosed by the Company in terms of the provisions of the Listing Regulations, 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.

#### V. **AUTHORISATION OF KEY MANAGERIAL PERSONNEL**

The Whole-time Director and in his absence, the Chief Financial Officer and the Company Secretary of the Company jointly, all being Key Managerial Personnel (KMPs), have been authorised to determine materiality of any event or information subject to the provisions of this policy.

The said KMPs have been authorised severally to make disclosures to the stock exchange(s).

#### VI. **IDENTIFICATION OF ANY POTENTIAL MATERIAL EVENT OR INFORMATION**

All the Business Heads/Plant Heads/Senior Management Personnel shall be under an obligation to inform any Unpublished Price Sensitive Information and/or event or information:

- a. Specified in Para A of Part A of Schedule III to the Listing Regulations, which he/she or any of his/her reportees become aware of, promptly on occurrence, with adequate supporting data/information, to the authorised KMPs as mentioned in Para V of the Policy, to facilitate prompt disclosure to the stock exchanges.

- b. Specified in Para B of Part A of Schedule III to the Listing Regulations, which he/she or any of his/her reportees become aware of, promptly on occurrence, with adequate supporting data/information, to the authorised KMPs as mentioned in Para V, of the Policy, for further review, verification, analysis and evaluation. The Authorised KMPs shall promptly disclose the same to the stock exchanges, as may be required if considered material.
- c. Referred to in Para III, sub-paras c and d of the Policy, which he/she or any of his/her reportees become aware of, promptly on occurrence, with adequate supporting data/information, to the authorised KMPs as mentioned in clause V, for further review, verification, analysis and evaluation. The Authorised KMPs shall promptly disclose the same to the stock exchanges, as may be required.

## **VII. COMMUNICATION AND DISSEMINATION OF THE POLICY**

A copy of this Policy shall be posted on the intranet and on the website of the Company for compliance by the concerned employees of the Company.

## **VIII. POLICY REVIEW/AMENDMENT TO THE POLICY**

- a. In the event of any conflict between the provisions of this Policy and of the Listing Regulations and/or or any other governing law, the provisions of the Listing Regulations and/or any other governing law, as the case may be, shall prevail over this Policy and shall be adhered to accordingly and this Policy shall not dilute any requirement specified under the Listing Regulations.
- b. Any subsequent amendment(s)/modification(s) in the Listing Regulations or any other governing law, which makes any of the provision of this Policy inconsistent with such Listing Regulations or other governing law, then the provisions of Listing Regulations or any other governing law shall prevail and the authorised KMPs of the Company are severally authorized to carry out any further changes in the Policy to make it consistent with the amended Listing Regulations or other governing law and the Board shall be kept informed of the same. Further, the Policy may be amended from time to time by the Board.