

BKM INDUSTRIES LTD

POLICY FOR DETERMINATION OF MATERIALITY
OF EVENTS / INFORMATION AND DISCLOSURE
THEREOF

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I. PURPOSE

BKM Industries Ltd (hereinafter referred to as “the Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”) requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the Stock Exchanges.

Accordingly, the Company herein sets out a policy for determination of materiality of events and information and disclosure thereof and make requisite amendment / modification as and when notified by SEBI (hereinafter referred to the ‘Policy’).

II. OBJECTIVE

The objective of the policy is to determine the materiality of events or information for the Company and ensure their timely and adequate dissemination in accordance with SEBI-LODR. It aims to establish a governance framework for assessing and disclosing material information, ensuring transparency and compliance. The policy outlines criteria for materiality, disclosure norms, role of KMPs, safeguarding the interests of investors by keeping them informed of significant/ material events or information relating to the Company.

III. EFFECTIVE DATE

The Policy is modified from 13th February, 2025.

IV. APPLICABILITY

This Policy shall be applicable to BKM Industries Ltd.

V. DEFINITIONS

“**Company**” shall mean **BKM Industries Ltd**;

“**Board of Directors**” or “**Board**” shall mean the Board of Directors of the Company;

“**Audit Committee**” means Audit Committee constituted by the Board of Directors of the Company under provisions of SEBI LODR and Companies Act, 2013 as amended from time to time.

“**Key Managerial Personnel**” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

“**Stock exchange**” means a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 where specified securities of the Company is listed.

“Specified securities” means ‘equity shares’ and ‘convertible securities’ as defined under clause (eee) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

VI. DISCLOSURE OF EVENTS OR INFORMATION

The Company shall make disclosure of any of the following events or information to the stock exchanges and such disclosure shall be adequate, accurate, explicit, timely and presented in a simple language in respect of the following :

- a. Events or information specified in Para A of Part A of Schedule III of SEBI LODR shall be disclosed without any application of the guidelines for materiality.
- b. Events or information specified in Para B of Part A of Schedule III of SEBI LODR shall be disclosed upon application of the guidelines for materiality as referred in Clause VII.
- c. Event occurred or information available with the Company, which has not been specified in Para A or B of Part A of Schedule III, but which may have material effect on it and/or as specified by the Board of Directors or authorized Key Managerial Personnel referred in Clause VIII from time to time and/or such other events or information prescribed by SEBI or any other authority for disclosure from time to time.
- d. Events or information with respect to subsidiaries which are material for the Company.

The Company shall first disclose to the stock exchange(s) the aforesaid events or information within the time limit as specified by SEBI.

The Company shall, with respect to disclosures referred to this clause, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

VII. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION & PROCEDURE FOR DISCLOSURE THEREOF

Materiality has to be determined on case-to-case basis depending on specific facts and circumstances relating to the event or information. In order to determine whether a particular event or information is material, the Company shall consider the following criteria as specified in regulation 30(4) of SEBI LODR:

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
2. 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
3. The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. 2% of turnover, as per the last audited standalone/consolidated financial statements of the Company;
 - ii. 2% of net worth, as per the last audited standalone/ consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

- iii. 5% of the average of absolute value of profit or loss after tax, as per the last three audited standalone / consolidated financial statements of the listed entity.
4. Event or information shall be treated as being material if considered so in the opinion of the Board of Directors of the Company or KMPs authorised for the purpose.

VIII. AUTHORITY TO CERTAIN KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company have authorized any two of KMPs jointly viz. **Managing Director(MD)**, **Company Secretary(CS)** and **Chief Financial Officer(CFO)** to determine the materiality of an event or information in addition to the events as specified in Para B of Part A of Schedule III of SEBI LODR and to make appropriate disclosure of the same to Stock Exchanges, subject to the provisions of this Policy on timely basis.

The aforesaid KMPs are also authorized, suo moto, to admit or repudiate any report, event or information, which has unauthorized made public by media or any other means including but not limited to electronic means. They are further authorized to respond to rumors amongst the general public, which has no basis or credentials, in a way which protects the interest of the Company and such action taken by them shall be brought to the attention of the Board of Directors at its immediately subsequent meeting.

IX. GUIDANCE ON OCCURRENCE OF EVENT / AVAILABILITY OF INFORMATION AND HANDLING OF THE SAME

1. The timing of occurrence of an event and/or availability of information has to be decided on case-to-case basis.
2. In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
3. In matters which would depend on the stage of discussion, negotiation, signing of Memorandum of Understanding (MOU) or approval, the events/information can be said to have occurred upon signing of MOU or receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and Shareholders, as the case may be.
4. The points (1) and (2) as mentioned above, shall be subject to guidance provided by SEBI vide its Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended from time to time.
5. The employees of the Company having access to, or becoming aware of the occurrence of, an event and/or information which are referred in Clause VI above shall report such event or information expeditiously to the authorized Key Managerial Personnel referred in Clause VIII above so as to enable them to determine the materiality of an event / information and disclose the same to the stock exchange(s) within specified timeline.

X. POLICY REVIEW

The Board of Directors on its own and /or as per the recommendations of the authorized Key Managerial Personnel referred in Clause VIII, may amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by SEBI, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the rules given in this Policy and the Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

The Policy has been reviewed by the Board in its meeting held on 13th February, 2025 and the modifications has been updated accordingly.

XI. WEBSITE

Pursuant to regulation 46 of SEBI LODR, the Policy shall be displayed on the website of the Company. The contact details of authorized Key Managerial Personnel referred in Clause VIII shall also be displayed on the website of the Company.

XII. CONTACT DETAILS

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy.

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