

# **POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS AND INFORMATION**

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### **1. Introduction**

- 1.1. The Board of Directors (the “**Board**”) of Bombay Coated and Special Steels Limited (the “**Company**”) have approved the policy for the determination of materiality of events and information (the “**Policy**”).
- 1.2. This Policy is framed in accordance with the requirements of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) as amended from time to time. This Policy has been formulated in accordance with clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

### **2. Objectives and Purpose**

- 2.1. This Policy is being adopted by the Board to determine the materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.
- 2.2. The key objectives of this Policy are:
  - (a) to ensure that the Company complies with the applicable provisions of the SEBI Listing Regulations, circulars and guidelines issued by the Securities and Exchange Board of India vis-à-vis materiality of events and information;
  - (b) to provide a governance framework for the determination and disclosure of material events and information;
  - (c) to facilitate prompt and transparent disclosure of material events and information to the stock exchanges;
  - (d) to protect the confidentiality of Material / Price sensitive information within the context of Company’s disclosure obligations; and
  - (e) to ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

### **3. Definitions**

- 3.1. Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

- (a) “**Act**” shall mean the Companies Act, 2013 and the rules frames thereunder, including any modifications, clarifications, circulars or re-enactment thereof;
- (b) “**Board**” shall have the meaning ascribed to it in paragraph 1.1;
- (c) “**Company**” shall have the meaning ascribed to it in paragraph 1.1;
- (d) “**KMP**” shall mean key managerial personnel of the Company as defined in sub- section (51) of Section 2 of the Act;
- (e) “**SEBI Listing Regulations**” shall have the meaning ascribed to it in paragraph 1.2;
- (f) “**Mainstream Media**” shall have the same meaning ascribed under the SEBI Listing Regulations read along with related SEBI circulars, notifications, guidance note and Industry Standard Note (**‘ISN’**) issued by Industry Standards Forums (**‘ISF’**), as amended from time to time;
- (g) “**Material Events**” or “**Material Information**” shall mean such events specified in paragraph B of Part A of Schedule III of the SEBI Listing Regulations, based on the applications of the guidelines for materiality as per Regulation 30(4) of the SEBI Listing Regulations;
- (h) “**Policy**” shall have the meaning ascribed to it in paragraph 1.1; and
- (i) “**Schedule**” shall mean Schedule III of the SEBI Listing Regulations.

3.2. Further, the words and expressions used in this Policy and not defined herein but defined in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018 or the Act and the rules and regulations made thereunder, as may be amended from time to time, and shall have meaning respectively assigned to them therein.

#### 4. Scope of the Policy

- 4.1. This Policy shall be applicable throughout the Company. The information covered by this Policy shall include information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions (“**Material Information**”) that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.
- 4.2. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

- 4.3. Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

## **5. Authority to determine Material Events**

- 5.1. The Board has authorised the KMP to determine the materiality of an event or information and to make appropriate disclosure to the stock exchanges as also on the Company's website on a timely basis. The KMPs shall also be empowered to:

- (a) seek appropriate counsel or guidance as and when necessary, from other internal or external stakeholders as they may deem fit; and
- (b) call for information from all its internal stakeholders including its subsidiaries and its promoters.

## **6. Role and responsibilities of the KMPs**

- 6.1. The KMPs shall have the following responsibilities for determining the material events or information:
- (a) to put in place an adequate mechanism for collecting relevant information and events on a real-time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information to the KMP;
  - (b) to review and assess an event or information that may qualify as 'material' and may require disclosure to the stock exchanges, on the basis of facts and circumstances prevailing at a given point in time;
  - (c) to determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information;
  - (d) to disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations; and
  - (e) to consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for event or information.

## **7. Guidelines for assessing materiality**

7.1. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

7.2. The following criteria will be applicable for determining materiality of an event or information:

The omission of an event or information which is likely to:

- a) result in a discontinuity or alteration of an event or information already available publicly; or
- b) result in significant market reaction if the said omission came to light at a later date; or
- 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 Company; or
  - (ii) two percent of net worth, except in case of the arithmetic value of the net worth is negative, as per the last audited consolidated financial statements of the Company; or
  - (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 Company.

Accordingly, any transactions exceeding the lower of (i), (ii) or (iii) above, with an annual impact in value, will be considered for the above purposes.

- 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:

## **8. Guidelines for Rumour Verification**

8.1. The Company shall confirm, deny or clarify, upon material price movement in the scrip of the Company (as per the framework issued by the Securities and Exchange Board of India (SEBI)/ Stock Exchanges as amended from time to time), any reported event/ information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event/ information is circulating amongst the investing public and also provide the current stage of such event or information.

8.2. Such disclosure will be made within the timelines prescribed under the SEBI Listing Regulations,

circulars/ notifications issued by SEBI/ Stock Exchanges in this regard and in accordance with the ISN on verification of market rumours issued by ISF, under Regulation 30(11) of the SEBI Listing Regulations, as amended from time-to-time.

## **9. Guidelines for Communication**

In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI 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.

## **10. Guidance on timing of an Event or Information**

- 10.1. The Company may be confronted with the question as to when an event/information can be said to have occurred. The same would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions, or other related circumstances the answer to the above question would depend upon the timing when the Company became aware of the event/information.
- 10.2. In the event that the occurrence of the event/information is dependent on the stage of discussion, negotiation or approval, the event/information can be said to have occurred upon receipt of approval of the Board.
- 10.3. In the event that the occurrence of the event/information is due to any natural calamity, disruption or other related circumstances, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

## **11. Disclosure of information relating to events deemed to be material**

- 11.1. The Company shall disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy and Regulation 30 of the Listing Regulations as soon as reasonably possible and in any case not later than the following:
  - 30 (thirty) minutes from the closure of the meeting of the Board of Directors of the Company in which the decision pertaining to the event or information has been taken;
  - 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

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

11.2. However, the disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

11.3. In case the disclosure is made after the time limit specified under Regulation 30 of the Listing Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

## **12. General**

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

## **13. Privacy**

It shall be the responsibility of the Board to: (a) determine how privacy laws shall apply to the Company's documents from and with respect to employees and other constituencies; (b) establish reasonable procedures for compliance with such privacy laws; and (c) allow for their audit and review on a regular basis.

## **14. Amendment**

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board shall be final and binding.

## **15. Interpretation**

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

## **16. Conflict of policy**

In the event of any conflict between this Policy and the provisions contained in the applicable laws, the provisions of applicable laws shall prevail.

## 17. Disclosures

All events or information disclosed to the Stock Exchanges under Regulation 30 of the SEBI Listing Regulations shall be hosted on the website of the Company for a minimum period of 5 years.

Audio recordings, Video recordings, if any, of post earning or quarterly calls, by whatever name called, conducted physically or through digital means, shall be hosted on the website of the Company for a minimum period of two years and thereafter as per the preservation policy of the Company.

## 18. Dissemination of Policy

This Policy shall be hosted on the Company's website at <https://www.bcssl.in/>.

## 19. Version History:

Version	Approved By	Approval Date	Effective Date
1 <sup>st</sup> Version	Board of Directors	21.03.2025	21.03.2025