



Bothra Metals & Alloys Ltd.

A House of Metals

Policy for determination of materiality of events or information for disclosure

- **Preamble:**

The Board of Directors of Bothra Metals & Alloys Ltd. (the “Company”) has adopted this policy (the “Policy”) for the Determination of the Materiality of Events or Information for Disclosure” (the ‘Policy’) for disclosure of material events or information to the stock exchanges, which is considered necessary from time to time, in accordance with, and to comply with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

- **Disclosure:**

Events/ information as mentioned in Schedule I, II & III of this policy shall be disclosed to the Stock Exchanges in the manner specified therein.

Schedule Number	Particulars
Schedule I	Board Meeting/Committee Meeting outcomes to be disclosed without delay within 30 minutes of the conclusion of such meetings or within such other time as may be prescribed under Listing Regulations.
Schedule II	Events/ Information to be disclosed within 24 hours of information (irrespective of materiality)
Schedule III	Events/ Information to be disclosed within 24 hours of information, if it satisfies test of materiality.

- **Competent Authority for determining the materiality of event/information or material development:**

The Managing Director or the Joint Managing Director & CFO are the Competent Authority to decide the materiality of an event /information or development for the purpose of making the disclosure to the Stock Exchange.

- **The person responsible for the disclosure:**

The Whole Time Director, Chief Financial Officer & Company Secretary are authorized persons for purpose of determining the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Persons are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external advisors/agencies as may deem fit.

The contact details of the authorised person are as follows:

Contact number: +91-9082090693

Email ID: info@bothrametals.com

- **Hosting on Website:**

All the above disclosures will be hosted on the website of the Company for a minimum period of five years.

- **Amendments:**

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Regulations, Guidelines, or any other rules, regulations, etc., as applicable.

Schedule I

Information to be disclosed to the Stock Exchanges within 30 minutes of the conclusion of the Board /Committee Meeting or such other time as may be prescribed under SEBI LODR Regulations:

- Approval of Financial Results;
- Recommendation\Declaration of Dividend;
- Cancellation of dividend with reasons thereof;
- The decision on the buyback of securities;
- The decision with respect to fundraising proposed to be undertaken;
- Increase in the capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/ dispatched

Schedule II

Events/ Information to be disclosed within 24 hours of information (irrespective of materiality):

- Approval of the Board for acquisition(s) (including the agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring, if any;
- Issuance 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;
- Agreements (viz. shareholder agreement(s), joint venture agreement(s), agreement(s) /treaty(ies) /contract(s) with media companies) which are binding and not in the normal course of business, revision(s) or amendment(s) and termination(s) thereof;
- Any fraud/ defaults;
- Change in Directors, Key Managerial Personnel (Managing Director, Joint Managing Director & CFO, Company Secretary, etc.), statutory auditors;
- Appointment or discontinuation of share transfer agent; vii. Issuance of notices, resolutions, and circulars sent to shareholders, creditors, or any class of them or advertised in the media by the company;
- Proceedings of annual and extraordinary general meetings of the company;
- Recommendation to the Board for Amendments to Memorandum and Articles of Association of Company, in brief, and;
- Schedule analyst or institutional investor meetings and presentations on financial results made by the Company to analysts or institutional investors.

Schedule III

Events/Information to be disclosed within 24 hours of information, if it satisfies the test of materiality:

- Commissioning of any new unit;
- Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
- Investment approval/ any major expansion plan in any project;
- Award of contract and termination thereof or contract which are not in the normal course of business;
- Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;

- In case of the resignation of the auditor of the listed entity, detailed reasons for the resignation of the auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
- Resignation of auditor including reasons for resignation;
- In case of the resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
 1. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges;
 2. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided;
 3. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified
- Appointment or discontinuation of share transfer agent;
- Corporate debt restructuring;
- The one-time settlement with a bank;
- Reference to BIFR and winding-up petition filed by any party / creditors;
- 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;
- Proceedings of Annual and extraordinary general meetings of the listed entity;
- Amendments to memorandum and articles of association of listed entity, in brief;
- Schedule of Analyst or institutional investor meetings and presentations on financial results made by the listed entity to analysts or institutional investors;
- The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
 1. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 2. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 3. Admission of application by the Tribunal, along with the amount of default or rejection or withdrawal, as applicable;
 4. The public announcement made pursuant to the order passed by the Tribunal under section 13 of Insolvency Code;
- Litigation(s) / dispute(s) / regulatory action(s) with impact, and;
- Any fraud/defaults etc. by employees of Company.



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CIN: L27100MH200IPLCI33926

+91-22-49785309 | info@bothrametals.com | www.bothrametals.com

Registered Address: Office No. 15, 3rd Floor, 5 Bothra House, Assembly Lane, Dadi Seth Agyari Lane, Kalbadevi, Mumbai - 400002, Maharashtra, Bharat

