



**BHAGWATI**

**BHAGWATI AUTOCAST LIMITED**

(CIN: L27100G1981PLC004718)

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**POLICY ON DETERMINATION OF MATERIALITY OF EVETNS**

[Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015  
read with Schedule III of the said Regulations]

## **1. PREMBLE :**

The Board of Directors (Board) of Bhagwati Autocast Limited (the Company) has adopted the following policy and procedure with regard to disclosure of any events or information which is material.

## **2. OBJECTIVE:**

This policy deals with determination of materiality, based on criteria specified in sub-regulation (4) of Regulation 30 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The said sub-regulation states that “The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors on November 13, 2018, which shall be disclosed on its website.”

The purpose of this policy is the determination of materiality of events or information that to be published or disclosed.

## **3. DEFINITIONS:**

- 3.1. ‘Act’ means the Companies Act, 2013 read with rules made there under.
- 3.2. ‘Board of Directors’ or ‘Board’ means the Board of Directors of Bhagwati Autocast Limited, as constituted from time to time.
- 3.3. ‘Company’ means Bhagwati Autocast Limited.
- 3.4. ‘Listing or LODR Regulations’ means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

All the words and expressions used in this policy, unless otherwise defined in this policy, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definitions or explanations therein, as per the Companies Act, 2013 and rules, notifications and circulars made/ issued there under, as amended, from time to time.

## **4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION**

The Company shall consider the following criteria for determination of materiality of events/ information:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) 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;
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

## **5. EVENTS / INFORMATION WHICH SHOULD BE DISCLOSED:**

### **A. EVENTS THAT HAVE TO BE NECESSARILY DISCLOSED WITHOUT APPLYING ANY TEST OF MATERIALITY:**

The Company shall disclose all such material events which are specified in Para A of part A of Schedule III of the LODR Regulations.

The Following shall be events/ information are deemed to be material and the Company shall make disclosure of such events/ information without applying any test of materiality:

1. Acquisition(s) (including 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.
2. Issuance or forfeiture 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 including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The Company shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:
  - 4.1 dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - 4.2 any cancellation of dividend with reasons thereof;
  - 4.3 the decision on buyback of securities;
  - 4.4 the decision with respect to fund raising proposed to be undertaken;
  - 4.5 increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - 4.6 reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - 4.7 short particulars of any other alterations of capital, including calls;
  - 4.8 financial results;
  - 4.9 decision on voluntary delisting by the Company from stock exchange(s).
5. Agreements (viz. shareholders agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), Agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement (OTS) with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. 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.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

**B. EVENTS THAT SHOULD BE DISCLOSED BY THE COMPANY, IF CONSIDERED MATERIAL:**

The Company shall disclose all such material events specified in Para B of part A of Schedule III of the LODR Regulation subject to application of guidelines for materiality.

The Following shall make disclosure of events specified below, based on application of the criteria for materiality, as specified in this policy:

- (I) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- (II) 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)
- (III) Capacity addition or product launch.
- (IV) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.
- (V) Arrangements (viz. loan agreements(s) (as a borrower) or any other agreements(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

- (VI) Disruption of operations of anyone or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- (VII) Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
- (VIII) Litigation(s)/dispute(s)/regulatory action(s) with impact.
- (IX) Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- (X) Options to purchase securities including any share based employee benefit scheme.
- (XI) Giving of guarantees or indemnity or becoming a surety for any third party.
- (XII) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**6. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE:**

The Board of Directors of the Company has authorised Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange. Details of the KMPs shall be also disclosed to the stock exchange and as well as on the Company's website.

<b>Sr. No.</b>	<b>Name of the Authorised Persons</b>	<b>Designation</b>	<b>Contact details</b>
1.	Dr. Pravin N. Bhagwati	Chairman & Managing Director	<b>Phone:</b> +91 2714 232283 / 232983 / 232066
2.	Ms. Reena P. Bhagwati	Jt. Managing Director	
3.	Mr. Dinesh K. Sheth	Chief Financial Officer	<b>E-mail Id:</b> dksheth@bhagwati.com cs@bhagwati.com
4.	Mr. Mehul Naliyadhara	Company Secretary & Compliance Officer	

**7. TIME LIMIT FOR DISCLOSURES OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:**

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III of LODR Regulations, or information within twenty four hours from the occurrence of event or information. In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Disclosure with respect to events specified in sub-Para 4 of Para A of Part A of Schedule III of LODR Regulations shall be made within thirty minutes of the conclusion of the board meeting.

**8. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD.**

The company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company, as disclosed on its website.

## **9. REVIEW OF THE POLICY**

The Board of Directors of the company shall review the policy from time to time.

## **10. DISCLOSURE/AMENDMENT**

This policy as amended from time to time shall be made available at the website of the Company. The right to interpret/amend/modify this Policy vests in the Board of Directors of the Company.