

BULKCORP INTERNATIONAL LIMITED

POLICY FOR DETERMINATION OF MATERIALITY (Approved by Board on its meeting held on 14th March, 2024)

1. BACKGROUND

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), requires "Bulkcorp International Limited" ("Company") to frame a policy for determination of materiality for disclosure of events or information to the "Stock Exchange", based on the criteria specified in the Listing Regulations. The policy is also required to be disclosed on the website of the Company. The events/information that would be disclosed would be as presently prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, Companies Act, 2013 and any other applicable laws and regulations.

2. SCOPE OF THE POLICY

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to "Disclosure of events or information to Stock Exchanges". This Policy shall be read along with the Company's Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (code of fair disclosure) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015. In this Materiality Policy, the term "**Issue Documents**" shall mean the Draft Prospectus, and the Prospectus proposed to be filed by the Company in connection with the proposed initial public offering of its equity shares.

3. AUTHORIZED PERSONS

The Company Secretary will be the custodian of the disclosure process.

The Company's Key Managerial Personnel, i.e. Managing Director, CEO, CFO and Company Secretary shall have the authority to make determination of materiality and distribution covered by this Policy with respect to the information disclosed about the Company.

The Company Secretary will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy. The contact details of the Company Secretary are:

Email: compliance@bulkcorp-int.com

Telephone: +91-79-4899 6823

4. DISCLOSURES OF EVENTS OR INFORMATION TO STOCK EXCHANGES:

The events or information which will be necessary to be disclosed to the Stock Exchanges are divided into three categories as specified in the Listing Regulations:

- (a) Events whose disclosure is mandatory and which would need to be disclosed without any application of the test/guidelines for materiality.

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The below events will be disclosed as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information except for events stated in item (d) below which shall be disclosed within thirty minutes of the conclusion of the Board Meeting. In case the disclosure is made after twenty four hours of occurrence of the event or information, the rationale for the delay will be provided along with such disclosures.

- (i) 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 (if any) or any other restructuring. Acquisition would mean
 - (A) acquiring control, whether directly or indirectly; or,
 - (B) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (1) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (2) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- (ii) (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.
- (iii) Revision in Rating(s).
- (iv) Outcome of meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:
 - (A) 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;
 - (B) any cancellation of dividend with reasons thereof;
 - (C) the decision on buyback of securities;
 - (D) the decision with respect to fund raising proposed to be undertaken;
 - (E) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
 - (F) 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;
 - (G) short particulars of any other alterations of capital, including calls;
 - (H) financial results;
 - (I) decision on voluntary delisting by the Company from stock exchange(s)
- (v) Agreements (viz. shareholder agreement(s), joint venture agreement(s) (to the extent that it impacts management and control of the Company) agreement(s)/treaty(ies)/contract(s) with media companies) which are

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binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

- (vi) Fraud/ defaults by promoter or key managerial personnel (Managing Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.) of the Company or by the Company or arrest of key managerial personnel or promoter.
- (vii) Change in directors, key managerial personnel, Auditor and Compliance Officer.
- (viii) Appointment or discontinuation of share transfer agent.
- (ix) Corporate debt restructuring.
- (x) One time settlement (OTS) with a bank.
- (xi) Reference to BIFR and winding-up petition filed by any party/creditors.
- (xii) 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 Company.
- (xiii) Proceedings of annual and extraordinary general meetings of the Company.
- (xiv) Amendments to memorandum and articles of association of Company, in brief.
- (xv) Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

(b) Events which may be disclosed to the Stock Exchanges based on the test of materiality

The events as mentioned below will be disclosed based on the application of the test of materiality and key principles for determination of materiality as outlined hereunder:

- 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

in a case where the criteria specified in (a) and (b) is not applicable, any event/information which in the opinion of the Board of the Company, is considered material and needs disclosure.

The KMP authorised under this Policy will determine on the disclosure of events or information to the Stock Exchanges based on the application of the test of materiality as mentioned above. In addition to this, the KMP while determining the materiality will do so on a case to case basis depending on specific facts/circumstances relating to the information/event and apply such other qualitative/quantitative criteria if required and as may be deemed appropriate to the event.

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Description of events:

Sr. No	Events / Information	Threshold Criteria
1	Identification of 'Material' Group Companies	<p>A company shall be considered material and disclosed as a 'Group Company' if such companies is covered under</p> <p>(i) the applicable accounting standards (i.e. Accounting Standard 18/ Ind AS 24 issued by the Institute of Chartered Accountants of India) and</p> <p>(ii) the company is a member of the Promoter Group and our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total revenue of our Company for the last audited financial year for the most recently completed financial year.</p>
2	Identification Of 'Material' Litigation Excluding Criminal Proceeding, Statutory/ Regulatory Actions And Taxation Matters:	<p>All outstanding litigations shall be considered material and disclosed if such litigations are covered under</p> <p><i>a.</i> All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoter, Directors, Group Companies, Subsidiaries as the case may be shall be deemed to be material;</p> <p><i>b.</i> Matters pertaining to Section 138 of Negotiable Instruments Act filed by the Company to be disclosed in summary form.</p> <p><i>c.</i> All pending litigation involving our Company, Promoter, Directors, Group Companies, Subsidiaries as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (i) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 10,00,000/- (Rupees Ten Lakhs only) or 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is higher; or (ii) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, Group Companies, Subsidiaries whose outcome would have a bearing on the business operations, prospects or reputation of our Company;</p> <p><i>d.</i> Notices received by our Company, Promoter, Directors, Group Companies, Subsidiaries as the case may be, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies/ Subsidiaries, as the case may be, are impleaded as parties in proceedings before any judicial forum.</p>
3	Identification Of 'Material' Creditors	<p>All outstanding dues to Creditors shall be considered material and disclosed if such outstanding dues are covered under</p>

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Sr. No	Events / Information	Threshold Criteria
		<p>a) Each creditor, to whom the Company individually owes a net aggregate amount that exceeds 10.00% of the trade payables as per the last audited consolidated financial statements and last Restated Financial Statement of the company.</p> <p>b) For outstanding dues to any party which is a Small Scale Undertaking ("SSU") or a Micro Small and Medium Enterprises ("MSME"), the disclosure will be based on information available with the Company regarding status of the suppliers as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as has been relied upon by the auditors. Consolidated information for such identified SSI/MSMEs and creditors shall be provided in the Offer Documents in the following manner (i) consolidated amounts due to such entities; and (ii) aggregate number of entities.</p> <p>c) The Company shall make relevant disclosures before the Audit Committee / Board, as required by the applicable law from time to time.</p> <p>d) Complete details about outstanding dues to creditors as above shall be disclosed on the webpage of the company.</p>

(c) The Company will disclose all events or information with respect to subsidiaries (if any) which are material to the Company in accordance with the policy determining material subsidiary (if any) adopted by the Board of Directors of the Company.

(d) Any other event/information that is likely to affect business
Such events may include but not be limited to the following:

- i. Change in accounting policy that may have a significant impact on the accounts of the Company.
- ii. Any other event which is in the nature of major development that is likely to affect business of the Company.
- iii. Any other information exclusively known to the Company which may be necessary to be disseminated to enable the holders of the securities of the Company to apprise its position and to avoid the establishment of a false market in such securities.

5. GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURRED

5.1 The events/information shall be said to have occurred upon approval of Board of the Company in certain events, for example further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of the Company and Shareholders of the Company.

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5.2 Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the Board of the Company pending Shareholder's approval.

5.3 Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event/information.

6. DISCLOSURES ON WEBSITE

The Company shall disclose on its website all such events or information which has been disseminated to the Stock Exchanges 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 archival process followed by the Company.

7. AMENDMENTS TO THE POLICY

The KMP authorised under this Policy will review the Policy from the perspective of the Listing Regulations and determine the events/information for disclosure as may be amended by the Securities and Exchange Board of India from time to time. All such amendments will be informed to the Board and approval of the Board will be sought to align the policy in line with the Listing Regulations.