

BULKORP INTERNATIONAL LIMITED

Policy for Determination of Materiality of Event / Information

PREAMBLE

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) mandates disclosure of any events or information which, in the opinion of the Board of Directors of the Company (the “**Board**”), is material. Regulation 30(4) of the SEBI Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein. Accordingly, **Bulkcorp International Limited** (the “**Company**”) has formulated this policy (“**Policy**”) in relation to determination of materiality of events or information for disclosure.

SCOPE

This Policy for Determination of Materiality of Events and Information is aimed at providing guidelines to the management of the Company to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s).

Regulation 30 of the Regulations mandates disclosure of all deemed material events to the Stock Exchanges.

These events have been specified in Para A of Part A of Schedule III of the Regulations and shall be disclosed as applicable from time-to-time. These events have been given in Annexure I

For disclosure of certain events (as specified in Para B of Part A of Schedule III) to the Stock Exchanges the following criteria shall be considered by the Board for determining whether the events are material or not:

Where the omission of an event or information, is likely to result in:

- DISCONTINUITY OR ALTERATION OF EVENT OR INFORMATION ALREADY AVAILABLE PUBLICLY OR
- A SIGNIFICANT MARKET REACTION IF THE SAID OMISSION CAME TO LIGHT AT A LATER DATE.

Where it would be difficult to report the events based on qualitative criteria as stated above, the same may be considered material for disclosure, upon meeting other criteria at the discretion of Key Managerial Personnel, authorized by the Board.

This Policy shall also apply to the events to which neither Para A or Para B of Part A of Schedule III applies but have a material effect on the Company.

PURPOSE

The purpose of the policy is to facilitate the following:

- TO DEFINE THE MATERIALITY THRESHOLD FOR DISCLOSURE OF EVENTS AND INFORMATION SPECIFIED IN PARA B OF PART A OF SCHEDULE III OF THE REGULATIONS AND HELP IN IDENTIFICATION OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGE(S);
- TO MAKE REQUIRED DISCLOSURES WITHIN THE STIPULATED TIME OF ACTUAL OCCURRENCE OF AN EVENT OR INFORMATION, AFTER ASCERTAINING FACTS;
- TO DEFINE EVENTS THAT ARE NOT SPECIFIED IN PART A OF SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BUT SHALL HAVE A MATERIAL EFFECT ON THE OPERATIONS OF THE COMPANY;
- TO DISCLOSE MATERIAL EVENTS OR INFORMATION WITH RESPECT TO THE SUBSIDIARIES OF THE COMPANY.
- TO IDENTIFY SUCH INFORMATION/EVENTS, WHICH IS MATERIAL, IN THE OPINION OF THE BOARD;

- ROLES AND RESPONSIBILITIES OF CERTAIN IDENTIFIED KEY MANAGERIAL PERSONNEL FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND MAKING DISCLOSURE TO THE RELEVANT STOCK EXCHANGE.

DEFINITION

- **“ACT”** SHALL MEAN THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER, INCLUDING ANY MODIFICATIONS, CLARIFICATIONS, CIRCULARS OR RE-ENACTMENT THEREOF.
- **“BOARD OF DIRECTORS”** OR **“BOARD”** MEANS BOARD OF THE DIRECTORS OF THE COMPANY
- **“KEY MANAGERIAL PERSONNEL”** MEAN KEY MANAGERIAL PERSONNEL AS DEFINED IN SUB-SECTION (51) OF SECTION 2 OF THE COMPANIES ACT, 2013;
- **“MATERIAL EVENT”** OR **“MATERIAL INFORMATION”** SHALL MEAN SUCH EVENT OR INFORMATION AS SET OUT IN THE SCHEDULE OR AS MAY BE DETERMINED IN TERMS OF THIS POLICY. IN THE POLICY, THE WORDS, “MATERIAL” AND “MATERIALITY” SHALL BE CONSTRUED ACCORDINGLY.
- **“OFFICER”** MEANS ANY DIRECTOR, MANAGER OR KEY MANAGERIAL PERSONNEL OR ANY PERSON IN ACCORDANCE WITH WHOSE DIRECTIONS OR INSTRUCTIONS THE BOARD OF DIRECTORS ARE ACCUSTOMED TO ACT AND SHALL ALSO INCLUDE PROMOTER OF THE COMPANY.
- **“POLICY”** MEANS THIS POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION AND AS MAY BE AMENDED FROM TIME TO TIME.
- **“REGULATIONS”** MEAN SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING ANY MODIFICATIONS, CLARIFICATIONS, CIRCULARS OR RE-ENACTMENT THEREOF
- **“SCHEDULE”** MEANS A SCHEDULE III OF (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

AUTHORIZATION FOR DISCLOSURES

The following Key Managerial Personnel (“KMP”) of the Company will determine materiality of an event or information and make disclosures to Stock Exchange(s). The KMP’s may also seek external legal advice in case of any ambiguity/clarification.

- MANAGING DIRECTOR
- CHIEF FINANCIAL OFFICER
- COMPANY SECRETARY

CRITERIA FOR DETERMINING MATERIALITY OF EVENTS / INFORMATION:

The above KMP shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to materiality of the information / event.

The information/ events specified in Para A of Part A of Schedule III of the Regulations shall be disclosed to the stock exchange without any application of guideline for materiality.

The events or information specified in Para B of Part A of Schedule III of the Regulations described in Annexure II, shall be disclosed based on the disclosure process described in the policy.

The Key Managerial Personnel may consider the below guidelines for determining materiality of event/information. All other events / information shall be considered as material if it meets any of the following criteria:

- THE OMISSION OF AN EVENT OR INFORMATION, WHICH IS LIKELY TO RESULT IN DISCONTINUITY OR ALTERATION OF EVENT OR INFORMATION ALREADY AVAILABLE PUBLICLY;
- THE EVENT OR INFORMATION IS IN ANY MANNER UNPUBLISHED PRICE SENSITIVE INFORMATION ;OR
- 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;
- THE CONSIDERATION INVOLVED IN THE TRANSACTION AS A PERCENTAGE OF THE CONSOLIDATED TURNOVER, NET WORTH OR PROFIT;

- THE TRANSACTION IS NOT IN THE ORDINARY COURSE OF BUSINESS;
- THE TRANSACTION REPRESENTS A SIGNIFICANT SHIFT FROM THE COMPANY'S STRATEGY;
- ANY OTHER EVENT/INFORMATION WHICH IS TREATED AS BEING MATERIAL IN THE OPINION OF THE BOARD OF DIRECTORS OF THE COMPANY.

DISCLOSURES OF EVENTS AND INFORMATION:

Event and Information specified in Part A of Schedule III shall be disclosed to the Stock Exchange by the Company as soon as reasonably possible and not later than 24 hours (Twenty four hours) from the occurrence of the event. In case of the disclosure is made after 24 hours of occurrence of such event or information, the Company shall along with the disclosures provide an explanation for delay of the same.

In some cases there may be ambiguity as to when an event/information can be said to have occurred. In certain cases, it would depend upon the stage of discussion, negotiation or approval. The events/information can be said to have occurred upon receipt of approval of Board of Directors and/or Shareholders or actual signing of the agreement after receiving the above said approvals.

In cases where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event/ information.

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.

DISCLOSURE PROCESS

- ANY EVENT PURPORTED TO BE REPORTABLE UNDER REGULATION 30 OF THE REGULATIONS SHALL BE INFORMED TO THE KEY MANAGERIAL PERSON AUTHORISED BY THE BOARD, AS DEFINED ABOVE, ON AN IMMEDIATE BASIS WITH SUPPORTING DATA/INFORMATION TO FACILITATE A PROMPT AND APPROPRIATE DISCLOSURE. ANY OTHER EVENT, EVEN IF NOT COVERED UNDER THE REGULATIONS BUT IS POTENTIALLY OF PRICE SENSITIVE NATURE, MUST ALSO BE INFORMED, FOR FURTHER EVALUATION OF KMPS.
- THE KMP AUTHORISED BY THE BOARD, SHALL SEVERALLY BE RESPONSIBLE AND AUTHORISED FOR ASCERTAINING THE MATERIALITY OF EVENTS CONSIDERING ITS NATURE AND ITS DISCLOSURE AFTER TAKING INTO CONSIDERATION THE VARIOUS PROVISIONS OF THE REGULATIONS AND THIS POLICY.
- THE COMPANY SHALL USE THE ELECTRONIC FACILITIES PROVIDED BY THE STOCK EXCHANGES FOR DISSEMINATION OF THE INFORMATION AND MAY SUBSEQUENTLY DISCLOSE THE SAME VIA OTHER MEDIA, INCLUDING THE PRESS RELEASE, WEBSITE, ETC.
- STATUTORY TIMEFRAMES FOR DISCLOSURE SHALL BE ADHERED TO. DELAY, IF ANY, SHOULD BE SUFFICIENTLY EXPLAINED ALONG WITH THE DISCLOSURE.
- REGULAR UPDATES, WHERE RELEVANT, SHALL BE MADE WITH RELEVANT EXPLANATIONS.

DISCLOSURE

This Policy shall be disclosed on the website of the Company. The Company shall also disclose on its website all such events or information which has been disclosed to the relevant 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 archival policy of the Company.

MODIFICATION OF THE POLICY

This Policy is framed based on the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. This Policy shall be subject to review, if necessary. Any change/amendments in applicable laws with regard to Policy for Determination of Materiality shall be deemed to be covered in this Policy without any review. Any change/amendments to this policy shall be approved by the Board of Directors.

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30)

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 LISTED ENTITY OR ANY OTHER RESTRUCTURING.
EXPLANATION- FOR THE PURPOSE OF THIS SUB-PARA, THE WORD 'ACQUISITION' SHALL MEAN,-
 1. (I)ACQUIRING CONTROL, WHETHER DIRECTLY OR INDIRECTLY; OR,
 2. (II)ACQUIRING OR AGREEING TO ACQUIRE SHARES OR VOTING RIGHTS IN, A COMPANY, WHETHER DIRECTLY OR INDIRECTLY,
 1. A) THE LISTED ENTITY HOLDS SHARES OR VOTING RIGHTS AGGREGATING TO FIVE PER CENT OR MORE OF THE SHARES OR VOTING RIGHTS IN THE SAID COMPANY, OR;
 2. B) THERE HAS BEEN A CHANGE IN HOLDING FROM THE LAST DISCLOSURE MADE UNDER SUB-CLAUSE (A) OF CLAUSE (II) OF THE EXPLANATION TO THIS SUB-PARA AND SUCH CHANGE EXCEEDS TWO PER CENT OF THE TOTAL SHAREHOLDING OR VOTING RIGHTS IN THE SAID COMPANY.
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 LISTED ENTITY SHALL DISCLOSE

TO THE EXCHANGE(S), WITHIN 30 MINUTES OF THE CLOSURE OF THE MEETING, HELD TO CONSIDER THE FOLLOWING:

1. 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/DISPACHED;
2. B) ANY CANCELLATION OF DIVIDEND WITH REASONS THEREOF;
3. C) THE DECISION ON BUYBACK OF SECURITIES;
4. D) THE DECISION WITH RESPECT TO FUND RAISING PROPOSED TO BE UNDERTAKEN;
5. E) INCREASE IN CAPITAL BY ISSUE OF BONUS SHARES THROUGH CAPITALIZATION INCLUDING THE DATE ON WHICH SUCH BONUS SHARES SHALL BE CREDITED/DISPACHED;
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;
7. SHORT PARTICULARS OF ANY OTHER ALTERATIONS OF CAPITAL, INCLUDING CALLS;
8. FINANCIAL RESULTS;
9. DECISION ON VOLUNTARY DELISTING BY THE LISTED ENTITY FROM STOCK EXCHANGE(S).
5. AGREEMENTS (VIZ. SHAREHOLDER 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 LISTED ENTITY 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 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 LISTED ENTITY.
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 LISTED ENTITY TO ANALYSTS OR INSTITUTIONAL INVESTORS.

Events which shall be disclosed upon application of the guidelines for Materiality referred sub-regulation (4) of Regulation (30)

16. COMMENCEMENT OR ANY POSTPONEMENT IN THE DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION OR COMMERCIAL OPERATIONS OF ANY UNIT/DIVISION;
17. 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).
18. CAPACITY ADDITION OR PRODUCT LAUNCH.
19. AWARDING, BAGGING/ RECEIVING, AMENDMENT OR TERMINATION OF AWARDED/BAGGED ORDERS/ CONTRACTS NOT IN THE NORMAL COURSE OF BUSINESS.
20. 5.AGREEMENTS (VIZ. LOAN AGREEMENT(S) (AS A BORROWER) OR ANY OTHER AGREEMENT(S) WHICH ARE BINDING AND NOT IN NORMAL COURSE OF BUSINESS) AND REVISION(S) OR AMENDMENT(S) OR TERMINATION(S) THEREOF.
21. DISRUPTION OF OPERATIONS OF ANY ONE 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.
22. EFFECT(S) ARISING OUT OF CHANGE IN THE REGULATORY FRAMEWORK APPLICABLE TO THE LISTED ENTITY
23. LITIGATION(S) / DISPUTE(S) / REGULATORY ACTION(S) WITH IMPACT.
24. FRAUD/DEFAULTS ETC. BY DIRECTORS (OTHER THAN KEY MANAGERIAL PERSONNEL) OR EMPLOYEES OF LISTED ENTITY.
25. OPTIONS TO PURCHASE SECURITIES INCLUDING ANY ESOP/ESPS SCHEME.
26. GIVING OF GUARANTEES OR INDEMNITY OR BECOMING A SURETY FOR ANY THIRD PARTY.
27. GRANTING, WITHDRAWAL, SURRENDER, CANCELLATION OR SUSPENSION OF KEY LICENSES OR REGULATORY APPROVALS.

