



BANNARI AMMAN SPINNING MILLS LIMITED

**POLICY ON DISCLOSURE OF MATERIAL EVENTS /
INFORMATION**

BANNARI AMMAN SPINNING MILLS LIMITED

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. Objective and Scope

To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time limits hitherto defined, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR/LODR") and to provide guidance to the Board of Directors, Key Managerial Personnel (KMP)s, Senior Management Person (SMP)s and other executives and staff about making public such events / information which may materially affect/impact the performance of the company and thereby the share prices of the Company.

The policy is for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

2. Definitions

- i) "Audit Committee or Committee" means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI LODR, 2015, RBI Act and/or the Companies Act, 2013.
- ii) "Board of Directors or Board" means the Board of Directors of Bannari Amman Spinning Mills Limited, as constituted from time to time.
- iii) "Company" means "Bannari Amman Spinning Mills Limited"
- iv) "Independent Director" means a Director of the Company, who satisfies criteria for independence as laid down under the provisions of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.
- v) "Policy" means Policy on Disclosure of Material Events/information.
- vi) "Material Events" are those that are specified in Schedule III of the LODR.
- vii) "LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- viii) "Key Managerial Personnel" (KMP) means as defined under the Companies Act, 2013

- ix) "Senior Management" means as defined under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

3. Policy

The policy shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

4. Timeline of disclosure of material events/information

Events or information which are considered Material which needs to be disclosed to the Stock Exchanges as soon as reasonably possible but not later than the following:

- i. **thirty minutes (30 minutes) from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;**
- ii. **twelve hours (12 hours) from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;**
- iii. **Twenty-four (24 hours) from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.**

5. 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; 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 listed entity;**
 - ii. **two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;**
 - 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 listed entity**
- 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

6. Authority for determination of Materiality of events / information

The Managing Director or the Chief financial officer shall, jointly and severally, however subject to the provisions of LODR, determine whether the event / information in his possession is material, or not and in turn about its time line for disclosure based on the category of event/information as specified above to the stock exchanges. Any such information/event shall be reported to the Company Secretary forthwith vide the email id: shares@bannarimills.com, for dissemination to the exchanges.

7. Disclosure of events / information on Subsidiaries:

The Managing Director and/or Chief Finance Officer of the company/subsidiary shall, jointly and severally disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company. Any such information/event shall be reported to the Company Secretary vide the email id: shares@bannarimills.com forthwith for dissemination to the exchanges.

8. Authorisation to KMPs to *suo moto* accept / deny reported event or information

The Managing Director and/or Chief Finance Officer of the company/subsidiary shall be jointly and severally authorised to *suo moto* accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Any such replies shall be reported to the Company Secretary vide the email id: shares@bannarimills.com forthwith for dissemination to the exchanges. Such action taken shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

9. Policy Review

The adequacy of this Policy shall be reviewed and reassessed atleast once in three years and appropriate recommendations shall be made to the Board to update the Policy based on the changes that may be brought about to the regulatory framework, from time to time.

10. This policy shall come into force from the date of adoption or amendment of this policy from time to time.

Note: This Policy was Adopted at the Board Meeting dt.12.11.2015 and reviewed and amended at the Board Meeting held on 30.5.2023 and on 14.8.2023.