

BHARAT PETROLEUM CORPORATION LIMITED
POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Preface

The Company has adopted the following policy and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

2. Purpose of the Policy

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges and to provide guidance to Company and its Officers to make disclosures that are appropriate and would be consistent with the facts of each event.

3. Criteria for determination of materiality of events / information

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the Listing Regulations for determination of materiality of events / information as under:

- (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 insignificant 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 Chairman & Managing Director or Director - Finance of the Company, the event / information is considered material.

4. Disclosure of events or information

- A. The following events / information specified in para A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for 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 listed entity or any other restructuring.

- Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean,-
- i. acquiring control, whether directly or indirectly; or,
 - ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - 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;
 - 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:
 - 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 shall 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 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;
- B. The following events / information specified in para B of Part A of Schedule III to the Listing Regulations upon occurrence based on application of guidelines on materiality as given in clause 5 of this Policy:
 1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 2. 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).
 3. Capacity addition or product launch.
 4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 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.
 6. 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.
 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of listed entity.
 10. Options to purchase securities including any ESOP/ESPS Scheme.
 11. Giving of guarantees or indemnity or becoming a surety for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the Board from time to time.

5. **Procedural Guidelines for determination of materiality of events/ information**

In order to ensure that the Company complies with the disclosure obligations under Regulations 30 of the Listing Regulations, the following is an internal system for

reporting any event / information which may require disclosure so that the event / information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchanges.

Under the system, all Functional / Whole Time Directors including Chairman & Managing Director are Key Managerial Personnel (KMP) and responsible for relevant areas of the Company's operations. All Functional / Whole Time Directors must inform Chairman & Managing Director or Director - Finance of the Company of any event / information which are material or may possibly be material or of which the KMP is unsure as to its materiality. The event / information should be reported immediately after a KMP becomes aware of it for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation.

On receipt of communication of material / potential material event / information, Chairman & Managing Director or Director – Finance along with the Company Secretary will

- i. Review event / information and to take whatever steps necessary to verify its accuracy;
- ii. Apply the quantitative criteria whereby materiality shall become applicable to an event / information where the value involved or the impact exceeds 10% of the annual consolidated turnover or net profit; or exceeds 20% of the net worth on the basis of the latest audited financial statements of the Company and any major expansion of business plans or execution of new projects of Rs. 1,000 crore and above subject to necessary approvals if required, as applicable.
- iii. Assess whether the event / information is required to be disclosed to the Stock Exchanges under the Listing Regulations / in terms of "Clause 3 – Criteria for determination of materiality of events / information" of this policy.
- iv. Review updating material developments on a regular basis, till such time the event is resolved /closed.
- v. Review all events or information with respect to subsidiaries which are material for the listed entity.
- vi. Review specific and adequate reply to queries raised by stock exchange(s) with respect to any events or information.
- vii. Apply the Guidance on when an event/information has occurred in terms of **Annexure I**.
- viii. Refer matter for external legal advice where they are not certain about materiality of event / information.

The procedure to be followed in relation to the disclosure / announcement of material event / information is as follows:

- a. **Prepare draft announcement to the Stock Exchanges:** If the event / information is material, the Strategic Business Unit / Entity Heads of the Company & Heads of Subsidiaries will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner and obtain approval of Chairman & Managing Director or Director - Finance of the Company and submit the announcement to the Company Secretary.

The details that need to be provided while disclosing events are given in **Annexure II**.

- b. **Make Announcements:** The Company Secretary on behalf of the Company will make or arrange for making the announcement with the Stock Exchanges as under:
 - i. as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information covered under "Clause 4 –Disclosure of events or information" of this policy.
Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay:
 - ii. Provided further that disclosure with respect to events specified in sub-clause 4 of Clause 4.A. of this policy shall be made within thirty minutes of the conclusion of the board meeting.
- c. **Post announcement on website:** After making the announcement with the Stock Exchanges, the Company Secretary will arrange to place it on the website of the Company. Such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity,
- 6. **Communication of this Policy**
The policy shall come into force with immediate effect. A copy of this Policy shall be circulated to the Senior Management Personnel / Heads of Subsidiaries and put on the Corporate Intranet. All Senior Management Personnel are responsible to report material events or information or possible material events or information in the area of their operation to the concerned functional directors. This Policy shall also be posted on the web-site of the Company.
- 7. **Amendment**
The Chairman & Managing Director and Director (Finance) are severally authorized to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. Any change in the Policy shall be approved by the Chairman & Managing Director of the Company who shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as he deems fit, or from time to time, and the decision of Chairman & Managing Director in this respect shall be final and binding.