



POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

Under Regulation 30 (4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 Read with the schedule III of the said Regulations

Preamble:

The Board of Directors of B&B Triplewall Containers Limited (“the Company”) has adopted the following policy and procedure with regard to Determination of Materiality as defined below. The Board shall review and may amend this policy from time to time.

Purpose of policy:

With a view to promote transparency and close communication with the Shareholders, the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed company to have a policy on determination of material events and disclosures thereof.

This Policy outlines the guidelines to be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of material events/information. The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

Objective of policy:

The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the securities of the Company.

Definitions:

- i. **“Company”** means “B&B Triplewall Containers Limited.”
- ii. **“Board”** means the Board of Directors of the Company.
- iii. **“Compliance Officer”** means Company Secretary of the Company.
- iv. **“Key Managerial Personnel or KMP”** means officials of the Company who has designated as KMP by the Board as per the provisions of the Companies Act, 2013.



- v. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time.
- vi. **“Policy”** means this policy on Determination of Materiality of events or information for making disclosure by the Company.
- vii. **“Schedule III”** means Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Events which are deemed to be material events:

Company shall make disclosures of any events or information which, are material in nature to the stock exchange.

- a) Events specified in Para A of Schedule III of the Listing Regulations are deemed to be material events and are specified in Annexure- A of this policy. The Company shall make disclosure of such events.
- b) Events specified in Para B of Part A of Schedule III, of the Listing Regulations as listed in Annexure ‘B’ of this Policy or any other events or information , shall be treated as material based on application of the guidelines for materiality, as specified hereinafter.

Any other information / event which is to be disclosed by the Company:

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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

Person Responsible for determining Materiality & Disclosure:

The following KMPs are hereby severally authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchanges:

- a) Manish Kumar Gupta Managing Director



b) Ravi Agarwal

Director cum CFO

c) Amit Agarwal

Chief Executive Officer

Time limit to disclosure of event or material information to the Stock Exchange:

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III of the SEBI (LODR) Regulation, 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, 2015 shall be made within thirty minutes of the conclusion of the board meeting.

Review of the Policy:

The Board of directors of the company shall review the policy on an annual basis. The authorized person shall provide regular assurance to board of directors on the effectiveness of the Policy.

NOTE: This Policy has been approved by the Board of Director in a Board Meeting held on August 03rd, 2018 and this policy will be applicable when Shares of the Company gets listed.



Annexure 'A'

Details which a Company needs to disclose for the events that are deemed to be material as specified in Para a of Part A of Schedule III of Listing Regulations

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 percent 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:
 - 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 would 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. shareholder agreement(s) and joint venture agreement(s) except for non-material and routine one (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 the 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 ("CDR")
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 Company.
13. Proceedings of annual and extraordinary general meetings of the Company in brief.
14. Amendments to memorandum and articles of association of Company, in brief.
15. Schedule of any analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



Annexure B

Details which a Company need to disclose for events on which the Company may apply materiality in terms of Para B of Part A of Schedule III of Listing Regulations

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 apart from its main business that is not incidental to the main objects of the Company
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 main business activities of the Company due to reasons beyond the control of the Company.
7. Material 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 which are not in normal course of business.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. 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.

14. Without prejudice to the generality of para above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.
