



**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND
INFORMATION FOR DISCLOSURES**

OF

BAANGANGA GOLD & DIAMOND (I) LIMITED

*(Erstwhile known as **Baanganga Gold & Diamond (I) Private Limited**)*

(Approved by the Board at its meeting held on February 2, 2026)

1. INTRODUCTION

Pursuant to Regulation 30, read along with Schedule III of the Listing Regulations, the Baanganga Gold & Diamond (I) Limited has adopted the policy on Determination of Materiality of Events or Information for Disclosures (“Policy”).

2. SCOPE

This Policy applies to such events or information which are deemed to be material or sensitive as specified hereinafter, and upon occurrence of which the Company shall make such disclosure(s) to the Stock Exchange(s) in this regard in respect of each such event or information as per the requirements of Regulation 30, read with Schedule III of the Listing Regulations.

3. OBJECTIVES

The objectives of this Policy are as under:

- a. To ensure that the Company complies with the disclosure obligations of a listed company laid down under the Listing Regulations, various securities laws and any other applicable laws (in India and overseas).
- b. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information, so identified as material.
- c. To ensure that to the best of the knowledge of the management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company’s disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company and ensure uniformity in the Company’s approach to disclosures and reduce the risk of selective disclosures.

4. DEFINITIONS

“**Authorised Person(s)**” shall mean the Key Managerial Personnel (*as defined hereinafter*) of the Company;

“**Board**” shall mean the Board of Directors of the Company;

“**Chief Financial Officer**” shall mean the person heading, responsible and for discharging the finance function of the Company as disclosed by it to the recognized Stock Exchange(s) in its filing under the Listing Regulations;

“**Company**” means Baanganga Gold & Diamond (I) Limited (Erstwhile known as Baanganga Gold & Diamond (I) Private Limited)

“**Act or the Act Act**” shall mean the Companies Act, 2013, as amended;

“**Key Managerial Personnel**” or “**KMP**” pursuant to section 2(51) of the Companies Act shall include the following persons:

- i. Chief Executive Officer or the Managing Director or the Manager;
- ii. Company Secretary;
- iii. Whole-time Directors;
- iv. Chief Financial Officer;
- v. such other officers not more than one level below the Directors who is in whole- time employment, designated as key managerial personnel by the Board; and
- vi. such other officer as may be prescribed by the applicable laws.

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Officer” includes any director, manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act;

“Policy” means the Policy on Determination of Materiality of Events or Information for Disclosures.

“Preservation of Documents and the Archival Policies of the Company” means the policy adopted by the Company as required under the Listing Regulations.

“Stock Exchange(s)” means National Stock Exchange of India Limited and BSE Limited.

“Subsidiary” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act.

Interpretation

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (collectively, the **“Acts”**) and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

5. CRITERIA FOR DETERMINATION OF MATERIAL EVENTS AND INFORMATION

5.1 Disclosure of information deemed to be material

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation 30 of the Listing Regulations within the timeframe which has been specified therein.

5.2 Disclosure of other information based on application of materiality criteria

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality.

5.3 An information or event should be regarded as “material” if:

5.3.1 the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or

5.3.2 the omission of such event or information is likely to result in a significant market reaction if the said omission came to light at a later date; or

5.3.3 the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

5.3.3.1 two percent of turnover, as per the last audited consolidated financial statements of the Company;

5.3.3.2 two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

5.3.3.3 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 Company;

5.3.4 any other event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

For the removal of doubts, this policy does not dilute any requirement of the Listing Regulations.

5.4 In addition, for events and information as specified under paragraph C of part A of schedule III of the Listing Regulations, the Company shall disclose such events or information within such timeframe that has been prescribed by the Listing Regulations, and such information / events include 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.

5.5 The Authorised Person(s) shall, with respect to the disclosures made under the Policy, make disclosures updating material developments on a regular basis or as may be required, till such time the event is resolved/closed, with relevant explanations. The contents of the disclosure shall be as per guidance issued by SEBI under Section V-A of Chapter V of Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("Master Circular"). or such amendments as may be issued from time to time. The Authorised Person, on behalf of the Company, may on their own initiative as well confirm or deny any reported event or information to Stock Exchange(s).

5.6 The Authorised Person(s) shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any event/information.

6. PERSON(S) RESPONSIBLE FOR DISCLOSURE

6.1 The Board of the Company has authorized the KMPs (Authorized Person(s)) to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.

6.2 The Key Managerial Personnel shall, jointly and severally, be the authority to determine the materiality of any information, classify it as a material information, decide the appropriate time at which disclosure is to be filed with the Stock Exchange(s) and details that may be filed in the best interest of present and potential investors.

6.3 The Authorized Person(s) shall, jointly and severally, have the following powers and responsibilities for determining the material events or information:

6.3.1 To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.

6.3.2 To determine the appropriate time at which the disclosures are to be made to the Stock Exchange(s) based on an assessment of actual time of occurrence of an event or information.

6.3.3 To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.

6.3.4 To consider such other events or information that may require disclosure to be made to the Stock Exchange(s) which are not explicitly defined in the Listing Regulation and determine the materiality, appropriate time and contents of disclosure for such matters.

6.3.5 To disclose all events or information with respect to the subsidiaries which are material for the Company.

7. OBLIGATIONS OF INTERNAL STAKEHOLDERS AND AUTHORIZED PERSON FOR DISCLOSURE

7.1 Any event or information, including the information forming part of Para A of Part A of Schedule III of the Listing Regulations to the Policy shall be forthwith informed to the Authorized Person(s) upon

occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchange(s).

7.2 The Authorized Person(s), jointly and severally, will then ascertain the materiality of such event(s) or information based on the above guidelines.

7.3 On completion of the assessment, the Authorized Person(s) shall, if required, make appropriate disclosure(s) to the Stock Exchange(s).

8. TIMELINE FOR DISCLOSURE OF MATERIAL/ DEEMED TO BE MATERIAL EVENTS OR INFORMATION

8.1 The listed entity shall ensure to disclose the stock exchange(s), where the securities of the Company are listed, all events or information which are material/deemed to be material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

8.1.1 thirty 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

8.1.2 twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

8.1.3 twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines as indicated there at.

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

8.2 Uploading of the disclosures made to Stock Exchange(s) on the Website of the Company

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy and such disclosure shall remain hosted on the website of the Company for a minimum period of five years and thereafter, the same shall be treated as per the Preservation of Documents and the Archival Policies of the Company, as applicable.

9. REVIEW AND AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take

precedence over this Policy.

10. COMPLIANCE

The Company Secretary and Compliance Officer of the Company shall be responsible for supervision of the Policy.

Any queries regarding this Policy may be referred to the Company Secretary and Compliance Officer as defined above, who is in charge of administering, enforcing and updating this Policy.

11. DISCLOSURE

The code, as amended from time to time, is disclosed on Company's website i.e. <https://baangangagold.com/>.