



Associated Coaters Limited
(Formerly known as Associated Coaters Private Limited)
Powder Coating and Wood Finish on Metals.
CIN: L28129WB2017PLC224001 | Mob.: 9830437701

ASSOCIATED COATERS LIMITED

CIN: L28129WB2017PLC224001

POLICY FOR DETERMINATION OF MATERIAL EVENTS AND INFORMATION

*Approved by Board of Directors at its meeting held on December 22, 2023
Adoption of new policy in place of earlier policy by Board of Directors at its meeting held on 11th August, 2025.*



INTRODUCTION

Regulation 30(4) of the Securities and Exchange Board of India ('SEBI') (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires the listed companies to frame a policy, approved by its Board of Directors, for determination of materiality of any event(s)/ information to be disclosed to the Stock Exchanges.

OBJECTIVE

This Policy shall be applicable to all events relating to the Company, as and when they come under the criteria elucidated below.

The Objective of this Policy is to identify the events or information that are to be disclosed to Stock Exchanges as **Material** as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also provide quantitative and qualitative criteria for identification of such events as mentioned in Para 4 of this Policy.

This Policy shall be read together with the **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

DEFINITIONS

"Act" means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.

"Board of Directors" or **"the Board"** means the Board of Directors of Associated Coaters Limited, as constituted from time to time.

"Company" means Associated Coaters Limited.

"Key Managerial Personnel" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

"Material Events" means events as per Regulation 30 and as specified in **Schedule III** of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

"Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act;

"Officer" shall have the same meaning as defined under the Act.

"Policy" means Policy for Reporting and Determination of Material Events.

"SEBI LODR Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Stock Exchange(s)" means BSE Limited (SME Platform) where the equity shares of the Company are listed.

"Securities" means the Securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

"Subsidiary" means a subsidiary as defined under Sub-section 87 of Section 2 of the Act.



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“Turnover” shall have the meaning assigned to it in Section 2(91) of the Act.

All other words and expressions used but not defined in this Policy but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 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.

MATERIALITY

Materiality shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event in accordance with the criteria given below:

Deemed to be Material Event: An event/ information as specified in **Para-A of Part A of Schedule III** of the SEBI LODR Regulations.

In accordance with sub-regulation (2) of Regulation 30 of SEBI LODR Regulations, all events/ information as specified in Para-A of Part A of Schedule III of the SEBI LODR Regulations as amended from time to time shall be deemed to be material events/ information and shall be disclosed to the stock exchange and posted on the website of the Company.

Guidelines for determining the Materiality of Events or Information:

In accordance with sub-regulation (3) of Regulation 30 of SEBI LODR Regulations, any event/information as specified in **Para B of Part A Schedule III** of the SEBI LODR Regulations, as amended from time to time shall be subject to the Guidelines for Materiality.

There are Quantitative and Qualitative Criteria as a guideline for determining the Materiality of an event or information and the same are provided below:

Quantitative criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- a) 2% (two percent) of consolidated Turnover, as per the last audited consolidated financial statements of the Company; or
- b) 2% (two percent) of consolidated 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); or
- c) *5% (five percent) of the average of absolute value of profit or loss after tax as per the last 3 (three) audited consolidated financial statements of the Company.

**The average of the absolute value of profit or loss is required to be considered by disregarding the ‘sign’ (positive or negative) that denotes such value as the said value/figure is required only for determining the threshold for ‘materiality’ of the event and not for any commercial consideration.*

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:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.



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Qualitative criteria would mean:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- the omission of an event or information is likely to result in a significant market reaction if the said omission came to light later date; or
- 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.

Nothing in this Policy is intended to restrict the Company from voluntarily disclosing any additional events/information to the Stock exchanges.

AUTHORISED PERSON

The Authorised Person shall comprise of the following KMPs and Officers of the Company who are hereby authorized for the purpose of determining the materiality of an event or information, evaluating whether the Company is required to make the disclosure of an event/ information with the Stock Exchanges, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines [“Authorized Person(s)”]:

- Managing Director
- Whole Time Director
- Chief Financial Officer
- Company Secretary and Compliance Officer

The Authorised Person shall have the powers and responsibilities as specified in this para:

- To take a view on the materiality of an event that may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- To determine the appropriate time at which the disclosures are to be made to the Stock Exchanges, based on an assessment of the actual time of occurrence of an event to be reported.
- To review and finalize the details to be disclosed, in consultation with the Chairman or the Board of Directors of the Company.
- To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI LODR Regulations and determine the materiality, appropriate time, and contents of disclosure for such matters.
- To formulate operational guidelines for the deployment of this Policy.

The materiality of events/ information outlined above is indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgment while assessing the materiality of events / information associated with the Company.

The Authorised Person shall take into consideration the factors surrounding the particular information, nature of information, applicability of deeming provisions, relevant impact in terms of discontinuity of market information, and materiality to take a view on whether the information is market sensitive or not.



The Authorised Person is also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

DISCLOSURES

- The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) is required under SEBI LODR Regulations, 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, as disclosed on its website.
- The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
- The Company shall, with respect to disclosures referred to in this Policy and as per the SEBI LODR Regulations make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- The Company shall provide a specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).
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- The Company shall first disclose to the stock exchange(s) all events or information which are Material as soon as reasonably possible and, in any case, not later than the following:
 - i. 30 (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;
 - ii. 12 (Twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
 - iii. 24 (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.

However, the disclosure with respect to events for which timelines have been specified in **Part A of Schedule III** shall be made within such timelines and in case the disclosure is made after the timelines specified the Company shall, along with such disclosure provide the explanation for the delay.

- The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website, and direct email.
- Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure.
- In case an event occurs or information is available with the Company, that has not been indicated above (as per **Para A or B of Part A of Schedule III of the SEBI (LODR) Regulations**), but which may have a material effect on it, the Company is required to make adequate disclosures in regard thereof.



GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE

The occurrence of events/ information could be either emanating from within or outside the Company by the Company's own accord or for reasons not in the hands of the Company. It can be Categorized as under:

- i. depends upon the stage of discussion, negotiation or approval; and
- ii. In case of natural calamities disrupting operations etc., it would depend upon the timing of when the Company became aware of the event/information.

In respect of the events under (i) above the events/information can be said to have occurred upon receipt of approval of the Board of Directors, for example further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events for example decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Policy.

In respect of the events under (ii) above, 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.

The term 'Officer' shall have the same meaning as defined under the Act and shall also include the Promoter of the Company.

POLICY REVIEW

The Policy shall be reviewed by the Audit Committee and on its recommendations shall be modified by the Board so as to align the same with the amendments or to incorporate the changes as may be felt appropriate by the Audit Committee.

The Board of Directors of the Company is authorized to make such modifications to this Policy and add/delete/ amend the names to the list of KMPs named here in Authorised Person(s) name mentioned above, as it may consider appropriate, subject however, to the condition that such modifications shall not be inconsistent with the provisions of the SEBI LODR Regulations.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the SEBI LODR Regulations, as amended from time to time, the SEBI LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the relevant provisions of this Policy, and this Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.
