BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
FOR
POLICY FOR DISCLOSURE OF EVENTS OR INFORMATION

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1. BACKGROUND

Butterfly Gandhimathi Appliances Limited **("the Company")** is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company's securities are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the Company is required to comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("the SEBI Listing Regulations"). The SEBI Listing Regulations mandates listed entities to formulate a Policy for determining materiality of events or information that warrants disclosure to its stakeholders. In this context the Policy for Disclosure of Events or Information (**"Policy"**) is being framed and implemented.

This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated July 11, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ("SEBI Circulars").

2. DEFINITIONS

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly.

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

"Board" means the Board of Directors of the Company.

"Company/BGMAL" means Butterfly Gandhimathi Appliances Limited.

"Directors" means Directors of the Company

"**Key Managerial Personnel ('KMP')**" means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013

"MD" means Managing Director of the Company.

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

"**Price Sensitive Information"** means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.

"**Senior Management Personnel**" means officers/personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise of all members of management one level below the Managing Director/Whole-time Director and shall specifically include Company Secretary and Chief Financial Officer.

For the purpose of above definition: 'members of management one level below' shall mean Business Head(s) and Functional Head(s) reporting to Managing Director/Whole-time Director.

"Stock Exchanges" means BSE Limited and National Stock Exchange of India Limited

"SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As amended from time to time)

"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, SEBI Listing Obligation & Disclosure Requirement Regulations, 2015, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Industry Standard Note issued by Industry Standard Forum as referred in SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/52 dated May 21, 2024 or any other circular, guidelines or clarification issued by the SEBI, Stock Exchanges, Industry Standard Forum or any other authority.

3. OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

a. To ensure that the Company complies with the disclosure obligations to which it is subject as a listed company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations.

b. To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information.

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.

f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4. COMMITMENT TO CONTINUOUS DISCLOSURE

The Company is fully committed in disclosing the material events and information within the timelines specified under the Listing Regulations. To ensure that this Policy is fully adopted across the organization, the Company has developed an internal SOP detailing the following:

- Key principles detailing the statutory requirements;'Relevant Employees' of the Company who shall be responsible for identifying any potential material event or information that will require reporting to stock exchange(s).

- Reporting Procedures to be followed across the organization;

- Internal Communication and Sensitization;
- Consequence Management

The Directors, Key Managerial Personnel and the Relevant Employees as specified in the SOP, shall be responsible in ensuring that the Company complies with the disclosure obligations by mainly focusing on the following:

- Ensuring that adequate processes and controls are in place for identification of disclosable information
- Determining the appropriate time at which the disclosures are to be made to the stock exchanges based on the assessment of actual time of occurrence of an event or information and ensuring that disclosures are disseminated within stipulated timelines
- To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, proper time and contents of disclosure for such matters
- Ensuring internal SOP is being followed across the organization in true letter and spirit

5. GUIDELINES FOR MATERIALITY ASSESSMENT AND DISCLOSURE REQUIREMENT

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information covered in the SOP which includes information related to the Company's business, operations, or performance, as well as price sensitive information which has a significant effect on securities investment decisions (hereinafter referred to as "**Material Information**") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

Regulation 30 of the SEBI Listing Regulations, has categorised material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) broadly categorised under these regulations are as under:

i) The events as specified in Para A of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed irrespective of applicability of Materiality guidelines.

ii) The events as specified in Para B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed on application of the guidelines of Materiality.

iii) All information as specified in Part B of Schedule III of the Listing Regulations shall be disclosed which shall have bearing on performance/ operation of the Company or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities.

iv) The Company shall apply the following guidelines for determination of Materiality of event(s)/ information covered by point ii above:

The omission of an event or information:

a) which is likely to result in a discontinuity or alteration of an event or information already available publicly; or

b) which is likely to result in significant market reaction if the said omission came to light at a later date; or

c) whose value or the expected impact in terms of value, exceeds the lower of the following:-

1) 2 % of turnover, as per the last audited consolidated financial statements of the listed entity;
2) 2% 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;
3) 5% 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;

In respect to the above, it is clarified that the average of 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(s) specified in 1, 2 and 3 above are not applicable, if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event/ information is considered Material.

- The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

- In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

- The Company shall confirm, deny, or clarify any reported event/information in the Mainstream Media, which is not general in nature, and which indicates that rumour of an impending specific event or information is circulating amongst the investing public; provided such rumour results in a material price movement in the shares of the Company, determined in the manner prescribed under Regulation 30 of the Listing Regulations.

  Mainstream Media shall have the meaning, as defined in Para 1, Part A of the Industry Standard Note issued by the Industry Standard Forum as referred in SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/52 dated May 21, 2024

6. AUTHORIZATION FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT/ INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO THE STOCK EXCHANGE(S).

A "**Disclosure Committee**" comprising of the MD, KMPs & Chief Financial Officer & Company Secretary of the Holding Company of the Company, (hereinafter severally referred to as "**Authorized Officers**") be and are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines:

1. Managing Director
2. Chief Financial Officer
3. Company Secretary & Compliance Officer
4. Chief Financial Officer of Holding Company
5. Company Secretary of Holding Company

The materiality of events/ information as prescribed in SOP are indicative in nature. There may be a likelihood of some unforeseen events/ information emerging due to the prevailing business scenario from time to time. Hence, the relevant Members of Disclosure Committee should exercise their own independent judgement while assessing the materiality of events associated with the Company. The Disclosure Committee may also, as a collective, consult any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure.

The Relevant Employees as detailed in Company's internal SOP, shall promptly inform the any of the above to Company Secretary & Compliance Officer and any Member(s) of Disclosure Committee of any event or information that shall require reporting to the stock exchange(s).

To give effect the above by disclosing to the stock exchanges, any of the KMPs of the Company are authorized to deal with dissemination of information and disclosure of Material Events/ information to the Stock Exchange(s).
The details to be provided while disclosing a Material event/ information shall be based on the requirements/ guidance/ principles laid down under the SEBI Listing Regulations or circulars issued thereunder from time to time. The Authorised Officer shall, with respect to the disclosures made under the Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.

The Authorised Officer shall also disclose on the website of the Company all such events/ information which have been disclosed to Stock Exchanges under the Policy, and such disclosures shall be hosted on the website for a period of five years and thereafter as per the Policy of the Company on preservation of documents and Archival Policy.

The Authorised Officer shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any event/ information.

7. GUIDANCE ON TIMING OF AN EVENT OR INFORMATION

The Company may be confronted with the question as to when an event/ information can be said to have occurred.

In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, the answer to the above question would depend upon the timing when the Company becomes aware of the event/ information.

In the former, the events/ information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of Board of Directors.

In the latter, 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 Company shall disclose to the stock exchange(s), in a timely manner and in accordance with the applicable provisions of Regulation 30 (Disclosure of Events or Information') of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, all events or information deemed material."

8. ASSISTANCE TO EMPLOYEES

- The Senior Management shall be severally responsible in promptly bringing to the notice of the Members of Disclosure Committee, any event/information which will satisfy the materiality criteria under the Policy and the SEBI Listing Regulations.

- The Senior Management and/or KMPs may additionally identify and nominate other internal stakeholder(s) from time to time to identify any potential material event or information and report the same to the KMPs.

- Disclosure Committee shall thereafter determine the materiality of the said event or information as per the guidelines stated in this Policy and the SEBI Listing Regulations (including circulars issued thereunder), and if required, make necessary disclosures to the Stock Exchanges.

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- Disclosure Committee is authorised to implement the Policy, including taking necessary steps to create awareness amongst relevant stakeholders and establishing any internal guidelines or processes, as required.

9. ANALYST & INVESTOR MEETS

The Company participates in various analyst and investor meets from time to time. In such meets, the Company shall ensure the following:

1. No Market sensitive information will be disclosed at these meetings unless it is simultaneously released to the stock exchange(s).

2. If market sensitive information is inadvertently released, it will be released to the stock exchange(s) as soon as possible but not later than timelines specified under Listing Regulations.

3. Questions that deal with market sensitive information, shall not be answered by the management.

4. Investor presentations shall also be made available on the Company's website.

10. UNINTENDED OR INADVERTENT DISCLOSURES

The Company will ensure utmost caution while making any disclosure to the stakeholders. However, in the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to such un- intended or inadvertent disclosures.

11. POLICY REVIEW

Material Changes to the Policy shall be approved by the Board of Directors from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/ modified in due course to make it consistent with the law.

12. EFFECTIVE DATE

This policy was first approved by the Board of Directors on February 09, 2016 which was made effective from March 1, 2016 and was amended by the Board of Directors on October 20, 2020, September 15, 2023 and May 13, 2025 with effect from May 13, 2025.

13. SCOPE AND LIMITATION

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

14. WEBSITE

As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of eight years and thereafter as per the Documentation Retention and Archival Policy of the Company.

******End of Policy******