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POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

{Pursuant to Regulation 30 of Chapter IV of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

1. Statutory Mandate

The Board of Directors (The "Board") of Bengal Tea & Fabrics Limited (the "Company") has adopted the following policy and procedures with regard to disclosure of material events and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company with effect from December 01, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

2. Policy Objective and Scope

To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.

The purpose of this document to present a high level policy statement for Bengal Tea & Fabrics Limited regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

The policy is intended to define Company's policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in the Company in making decisions regarding its responsibility about making public such events / information which may materially affect the performance of the company and thereby the share prices of the Company.

The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which are considered material and which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.

3. Definitions

"Board of Directors or Board" means the Board of Directors of Bengal Tea & Fabrics Limited, as constituted from time to time.

"Policy" means Policy on Disclosure of Material Events.

"Material Events" are those that are specified in Para A of Part A of Schedule III of the LODR.

"Other Events" are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4).

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

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

4. Authority for determination of Materiality of events / information

Unless otherwise decided by the Board of Directors, a Committee, comprising of the following Key Managerial Personnels:

1. Mr. Adarsh Kanoria, Managing Director,
2. Mr. Kailash Prasad Khandelwal, Whole Time Director,
3. Mr. Atul Doshi, Chief Financial Officer and
4. Mrs. Sunita Shah, Company Secretary of the Company,

shall be authorised to determine the materiality of any information, classify it as a Material Information and make disclosure of the same to the stock exchange and are hereby jointly and severally authorized to suo moto accept / deny any report event or information, which has been unauthorized and made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

The contact details of the Key Managerial Personnel's shall be disclosed to the stock exchange and disseminated on the Company's website.

Mr. Ashok Shah, Vice president (Finance) shall be the authority to determine the materiality of any event for the Textile Division of the Company and report the same to the Board/Committee immediately.

Mr. Anil Kumar Tiwari, General Manager –Ananda Tea Estate shall be the authority to determine the materiality of any event for the Tea Division of the Company and report the same to the Board/Committee immediately.

5. Policy

Either based on the recommendation of the Committee for determination of the materiality of any information or suo-moto the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time span specified against each category.

CATEGORY A

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within **<u>24 hours</u>** of the decision taken at the Board Meeting are:

a. Acquisition, (including agreement to acquire), Scheme of Arrangement which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
b. 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.
c. Shareholder agreement, JV, Family settlement agreement, agreement / treaty / contract with media companies.
d. Fraud / default by promoters or key managerial personnel and arrest of KMP or promoter.
e. Reference to BIFR and winding-up petition filed by any party / creditors.
f. Revision in ratings.
g. Change in Directorships, key managerial personnel, Auditor and Compliance Officer
h. Appointment and discontinuance of share transfer agent
i. Corporate debt restructuring
j. One time settlement with bank.
k. 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.
l. Proceedings of the Annual/ Extra ordinary General Meeting
m. Amendments to Memorandum and Articles of Association
n. Schedule of Analyst or institutional investor meet and presentation.

Note: If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

CATEGORY B

Events / Decisions considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges with **30 minutes of the closure of the Board Meeting** are:

a. Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
b. Cancellation of dividend with reasons thereof.
c. Buyback of shares.
d. Fund raising proposed to be undertaken.
e. Increase in capital by issue of bonus shares
f. Reissue of forfeited shares or securities or the issue of shares of securities held in reserve for future issue
g. Alteration of capital
h. Financial results
i. Voluntary delisting from stock exchanges

CATEGORY C

Miscellaneous Events / Decisions not considered Material in view of the Committee/Board of Directors which however, needs to be disclosed to the stock exchanges **when the necessary information is ready to be publicized** which are:

a. Commencement or postponement of the date of commercial production or operation of any unit / division.
b. Change in the general character or nature of business brought about by arrangements for strategic, technical manufacturing or marketing tie-up, new line of business or closure of operations of any unit / division
c. Capacity addition or new product launch.
d. Awarding, bagging / receiving
e. Agreements for loan not in the normal course of business.
f. Disruption of operation of any one or more units due to natural calamity
g. Effects arising out of change in regulatory framework applicable to the Company
h. Litigation / dispute / regulatory action(s) with impact.
i. Options to purchase securities including ESOP/ESPS scheme
j. Giving of guarantees or indemnity or becoming a surety for any third party
k. Granting withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
l. Emergence of new technologies
m. Expiry of patents
n. Change in accounting policy
o. Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the Company to appraise its position and to avoid the establishment of a false market.
p. The Board/ Committee may in its discretion also authorize the KMPs to disclose such events, information or material that in its wisdom may be deemed necessary for the Members of the exchange to know the information.

i. The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

6. Criteria for disclosure of events / information

i. The omission of an event or information that would likely result in discontinuity or alteration of event or information already available publicly.
ii. The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
iii. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.

7. Website Updation / Updation to stock exchange

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document preservation and retention policy of the Company.

The Compliance Officer, of the Company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

8. Disaster Preparedness

In the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all other Company Activities.

The Company has made appropriate provision for the backup of its digital collections, including the provision of offsite security copies.

9. Policy Review

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

10. Board's Approval

This policy was approved by the Board of Directors at its meeting held on November 07, 2015.

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