

**NICCO UCO ALLIANCE CREDIT  
LIMITED**

**POLICY ON DETERMINING OF  
MATERIALITY FOR DISCLOSURES**

## 1. Background

Nicco Uco Alliance Credit Limited (“the Company”) is committed to being open and transparent with all stakeholders and is disseminating information in a fair and timely manner. The Company’s securities are listed on BSE Limited (BSE) and must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) that came into effect from December 1, 2015. Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for Disclosures (“Policy”) is being framed and implemented with effect from 11<sup>th</sup> November, 2024.

This Policy shall be called “Policy on Criteria for determining Materiality of Events or Information for disclosure to Stock Exchanges” of the Company. This Policy has been framed in accordance with the requirement of Regulation 30 of the SEBI Listing Regulations.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information”. 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 Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”).

The Board shall review, and if found required, may amend this Policy from time to time.

## 2. Definitions

In this Policy, unless the context otherwise requires:

- a. **“Board of Directors”** shall mean the Board of Directors of the Company.
- b. **“the Company”** means the Nicco Uco Alliance Credit Limited.
- c. **“Chief Financial Officer”** shall mean the person heading and discharging the finance function of the listed entity as disclosed by it to the recognised stock exchange(s) in its filing under the SEBI Listing Regulations.
- d. **“Key Managerial Personnel” or “KMP”** means Chief Executive Officer and Managing Director, Chief Financial Officer and Company Secretary of the Company.
- e. **“Subsidiary”** means a subsidiary as defined under section 2(87) of the Companies Act, 2013.
- f. **“Policy”** means this policy, as amended from time to time.
- g. **“Stock Exchange”** means BSE Limited where the equity shares of the Company are listed.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 or any other applicable law or regulation to the extent applicable to the Company.

## 3. Objective of the Policy

The objectives of the Policy are as follows:

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

- b. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c. To ensure that 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. Type of Information**

The information covered by this Policy shall include "information related to the Company's business, operations, or performance 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. Events or information specified in Para B of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed based on application of materiality criteria.

Events or information specified in Para A of Part A of Schedule III of Regulation 30 of the SEBI Listing Regulations will be disclosed without any application of the guidelines for materiality.

#### **5. Persons Responsible for Disclosure**

The Board of Directors of the Company have authorised the Key Managerial Personnel (KMP) as defined under clause 2(c) of the Policy to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

The KMPs shall have the following powers and responsibilities for determining the material events or information:

- a. 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.
- b. To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.
- c. 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.
- d. 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, appropriate time and contents of disclosure for such matters.
- e. To disclose all events or information with respect to the subsidiaries which are material for the Company.

## **6. Authorize Key Managerial Personnel (KMP) for the purpose of Determining Materiality of an Event or information and for the purpose of making disclosures to stock exchange**

A Disclosure Committee comprising of the following KMPs and officers of the Company 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 (“Authorized Person(s)”):

- i. Managing Director
- ii. Chief Financial Officer
- iii. Company Secretary and Compliance Officer

The materiality of events/ information outlined above are 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 judgement while assessing the materiality of events associated with the Company. The Disclosure Committee may also, as a collective, consult the Chairman or 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.

Details of the above referred KMPs and officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company’s website.

## **7. Guidelines for Assessing Materiality**

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determining materiality of event or information:

- **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 per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
  - b) 2% (two per cent) 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 per cent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the SEBI Disclosure Circular, if 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.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

- **Qualitative criteria** would mean an event/ information:
  - a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
  - b) 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; or
  - c) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.
  
- In the opinion of the Board of Directors of the Company, the event / information ought to be disclosed.

## **8. Disclosure of events or information**

- i. The Company shall ensure that disclosure of the following events or information is made to the Stock Exchanges, on which the Company's securities are listed, within 30 minutes of the closure of the Board meeting, held to consider the respective events or information:
  - a. 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;
  - b. any cancellation of dividend with reasons thereof;
  - c. the decision on buyback of securities;
  - d. the decision with respect to fund raising proposed to be undertaken;
  - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f. 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;
  - g. short particulars of any other alterations of capital, including calls;
  - h. financial results;
  - i. decision on voluntary delisting by the listed entity from stock exchange(s).
  
- ii. Material developments on above disclosures shall also be made on a regular basis, till such time the event is resolved/closed, with relevant explanations.
  
- iii. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. Further, the Company may, on its own initiative, confirm or deny any reported event or information, to stock exchange(s).

## **9. Hosting of Information on the Company's Website**

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 disclosures shall be hosted on the Company's website for a minimum period of 7/8 years and thereafter as per the archival policy of the Company.

The contact details of KMPs responsible for making disclosures shall be disclosed to the Stock Exchange(s) and also hosted on the Company's website. Further, the Policy shall be disclosed on the website of the Company.

#### **10. 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 became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events, e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholders' approval.

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.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

#### **11. Obligations of Internal Stakeholders and KMPs for Disclosures**

- a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

#### **12. Policy Review**

The KMP(s) may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors. Any subsequent amendment/ modification in the SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

### **13. Contact Details**

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy.

The contact details of Mr. S.S Majumdar, Company Secretary & Compliance Officer is mentioned herein:

Mail Id- [nufslcal@gmail.com](mailto:nufslcal@gmail.com)

Mobile No.-9830284385

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