



Bella Casa Fashion & Retail Limited
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Policy on
Reporting of
Material Events
under Regulation
30 of Listing
Regulations

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Approved By:
Board of
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BELLA CASA FASHION & RETAIL LIMITED

Policy to determine the Material Events

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PREFACE

Securities and Exchange Board of India in vide notification dated 2nd September, 2015 SEBI had released (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the Regulation 30 of the said Regulations the Board of Directors (the “Board”) of Bella Casa Fashion & Retail Limited (the “Company”) has recognizes the need to frame this Policy for determining Materiality for Disclosures (the “Policy”) at its meeting held on **March 15, 2016** for determination of materiality of events or information (“Material Information”) to enable the Company to promptly disclose such information or event to the Stock Exchanges, pursuant to this Regulation.

DEFINITIONS

- i. “Act” means the Companies Act, 2013 and the Rules framed there under, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- ii. “Company” means “Bella Casa Fashion & Retail Limited”;
- iii. “Board” means the Board of Directors of the Company;
- iv. “Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)
- v. “Policy” means this Policy on Determination of Materiality of events;
- vi. “Regulations” shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- vii. “Schedule III” means Schedule III of the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, Listing Agreement, Listing Regulations framed by the Securities Exchange Board of India or any other relevant regulation/legislation applicable to the Company.

APPLICABILITY

This policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Events/information shall be considered as material if it meets any of the following criteria:

1. the omission of an event or information which is likely to :
 - result in a discontinuity or alteration of an event already available publicly; or
 - result in significant market reaction if the said omission came to light at a later date;
2. The event or information is in any manner unpublished price sensitive information;
3. Any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

DISCLOSURE OF EVENTS OR INFORMATION

- a) Events specified in Annexure A are deemed to be material events and the Company shall make such disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. Inform the stock exchange on which the securities of the Company are listed;
 - ii. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

- b) The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining materiality as per clause 4 of this Policy.
- c) The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d) The Company shall provide specific and adequate reply to all queries raised by the stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- e) In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

DISCLOSURE ON WEBSITE

As required under the SEBI Regulations, the Policy will be disclosed on the website of the Company www.bellacasa.in

Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under this Regulation and such disclosure shall be hosted on the website of the Company for a minimum period of five years. Any change in the content of its website shall be updated within two working days from the date of such change in content.

DETAILS OF AUTHORIZED PERSONS

The board of directors of the Company authorized Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel are as follows:

Name & Designation	Contact Details
Mr. Pawan Kumar Gupta Managing Director	Bella Casa Fashion & Retail Limited E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302022, Rajasthan. Tel No: 91-0141-6500271, E-mail Id- pawan@bellacasa.in
Mr. Harish Kumar Gupta Chairman & Whole Time Director	Bella Casa Fashion & Retail Limited E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302022, Rajasthan. Tel No: 91-0141-6500271, E-mail Id- harish@bellacasa.in
Ms. Sonika Gupta Company Secretary & Compliance Officer	Bella Casa Fashion & Retail Limited E-102, 103, EPIP, Sitapura Industrial Area, Jaipur-302022, Rajasthan. Tel No: 91-0141-6500271, E-mail Id- cs@bellacasa.in

POLICY REVIEW

In case of any subsequent changes in the provisions of the Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

ANNEXURE – “A”**Events which shall be disclosed without any application of the guidelines for materiality:**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation -For the purpose of this sub-para the word ‘acquisition’ shall mean,-

- i. acquiring control, whether directly or indirectly; or,
 - ii. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - a) the company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. 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.
 3. Revision in Credit Rating(s).
 4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - 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 all;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the company), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 6. Fraud/defaults by promoter or key managerial personnel or by company or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One time settlement with a bank.
 11. Reference to BIFR and winding-up petition filed by any party /creditors.
 12. 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.
 13. Proceedings of Annual and extraordinary general meetings of the Company.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the company to analysts or institutional investors;

ANNEXURE – “B”**Illustrative list of Events which shall be disclosed upon application of the guidelines for materiality:**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - Any other information/event viz. 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.
 - Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.