



## **Principles on Disclosure of Material Information and Price Sensitive Information of KDS Accessories Limited**

### **Preamble**

In accordance with Regulation 3(2) of the Bangladesh Securities and Exchange Commission (BSEC) (Prohibition of Insider Trading) Rules, 2022, KDS Accessories Limited ("the company") needs to form a policy on the Principles of Disclosure of Material Information (MI) and Price Sensitive Information (PSI).

### **Objective**

The objective of this policy is to identify Material Information (MI) and Price Sensitive Information (PSI) on the basis of specified criteria as outlined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and accordingly allow the company to disclose PSI and MI and disseminate the information on its website to give regulators and investors equal access to information or disclosures that may affect their investment decision.

### **Scope**

This Principles on Disclosure of Material Information and Price Sensitive Information have been prepared pursuant to the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, other guideline of BSEC, DSE & CSE and Category of the Company (Manufacturing), which shall have immediate effect.

### **Approval:**

This Principles on Disclosure of Material Information and Price Sensitive Information is approved by its 150<sup>th</sup> Board of Directors Meeting of the Company on January 29, 2024.

### **Price Sensitive Information (PSI)**

"Price Sensitive Information" means such undisclosed information of the Company, disclosure of which may influence the market price of shares of the Company.

### **List of Price Sensitive Information (PSI):**

[As per Rule 3(1) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022]

- a) Report in respect of the financial condition of the Company, results of financial condition or any basic information in respect thereof;
- b) Information relating to dividend and corporate declaration;
- c) Information relating to change in corporate structure, such as merger, demerger, acquisition, winding up, transformation or transfer related information;
- d) Information relating to change in capital structure;
- e) Information relating to expansion of business activities and changes thereof, etc.;
- f) Information regarding fund management and changes in fund structures;
- g) Information stipulated in any rules or regulations or order or directive or circular as Price Sensitive Information made or approved by the Bangladesh Securities and Exchange Commission (BSEC);
- h) Any information published by the BSEC in official gazette defining as Price Sensitive Information.

CHITTAGONG OFFICE : 191-192 BAIZID BOSTAMI ROAD, NASIRABAD I/A, CHITTAGONG 4210, BANGLADESH  
T + 880 31 681701-3 | 685207 - 9 | F + 880 31 682137

DHAKA OFFICE : ROAD 4, HOUSE 63, BLOCK C, BANANI, DHAKA 1213, BANGLADESH  
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## Material Information (MI)

“Material Information” means such information, which may be deemed as material to a reasonable investor in making investment decision.

### Disclosure of Material Information and Price Sensitive Information:

According to Rule 3(1) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, among the following material information, the information which has price sensitivity of the listed securities or the information which can be considered to influence the investment decision of an investor, shall be disclosed as Price Sensitive Information by the Issuer.

The following information shall be disclosed as Material Information (MI) or Price Sensitive Information (PSI) based on situation or as considered by the issuer: -

[As per Annexure- A of Rule 3(2) of Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022]

Particulars	Price Sensitive Information (PSI)	Material Information (MI)	Remarks (PSI or MI)
<b>1 Factors related to changes in financial conditions, such as: -</b>			
a) Changes in Financial Statements, such as significant reduction or increase in income, expenditure, cash flows, receivables, liabilities or assets, etc. and any information or statement or comment on revaluation or significant decrease-increase of most or significant assets;	√		
b) The following comparative information in the financial statements: i) Earnings per Share/Unit; (EPS) ii) Net operating cash flow per share/unit; (NOCFPS) iii) Net asset value per share/unit; (NAV)	√		
c) Material changes in the value or composition of assets of the issuer or the fund;		√	
d) Any special instructions or any modification of any special instructions previously given by the regulatory authority of the concerned issuer regarding reservation of provisions; and			Subject to situation
e) Any change in the accounting policies of the issuer or the Fund, etc.		√	
<b>2 Information regarding corporate announcements, such as: -</b>			
a) Any decision relating to dividend;	√		
b) Decision to declare or issuance of right, bonus share or similar benefits to security holders;	√		
c) Corporate announcements or other information relating to the availability of investors; and		√	
d) Change in dividend distribution policy, etc.		√	
<b>3 Information regarding changes in corporate structure, such as: -</b>			
a) Acquisition or disposal of any assets of 5% or more of the existing assets;			Subject to situation

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b)	Merger with the Company of another Company or of any Company Substantial; acquisition and acquisition of shares, etc.;	√		
c)	Demerger of any unit of the Company;	√		
d)	Conversion or winding up of any unit of the Company;	√		
e)	Changes in corporate operations by way of capital reorganization or merger or demerger;	√		
f)	Any company takeover proposal or internal service acquisition proposal;			Subject to situation
g)	Such change of ownership as may affect control of the Company; And	√		
h)	Change of name or address, etc.	√		
4	<b>Information regarding changes in capital structure, such as: -</b>			
a)	Any decision regarding private or public or rights offer of securities or changes in its capital structure;	√		
b)	Systematic repurchase or redemption of securities or units of the Fund;	√		
c)	Any decision regarding consolidation of shares, exchange of shares, conversion of any security into equity security or conversion of debentures into shares; And	√		
d)	Significant changes in rights of security holders, etc.	√		
5	<b>Information regarding expansion, change etc. of business activities, such as: -</b>			
a)	Any significant development or change in the Company's technology, production or establishments;			Subject to situation
b)	Significant capital investment or significant change in the purpose of the organization;	√		
c)	Significant new contracts, product, patent, service or business changes;			Subject to situation
d)	Significant realization of long-term unpaid funds;			Subject to situation
e)	Change or resignation or demotion of the Board of Directors including Chief Executive, CEO, CFO, Company Secretary;		√	
f)	Change of statutory auditor or corporate governance compliance auditor, credit rating company;		√	
g)	Initiation of legal proceedings or development of regulatory matters or any significant judgment or order;			Subject to situation
h)	Delisting of a security or unit of a fund from a stock exchange or change from one category to another;	√		
i)	Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements;			Subject to situation
j)	Information relating to decision of purchase and sale of any fixed asset or renovation or development or expansion (BMRE) of plant or machinery or establishment of new units; and			Subject to situation
k)	Grant or acceptance of significant advances or loans between the inter-company or subsidiary or associate companies or exchange of loans with directors, etc.			Subject to situation

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6	<b>Information related to debt management, such as: -</b>			
	a) Borrowing and repayment of 25% or more of the paid-up capital or net asset value, whichever is higher;			Subject to situation
	b) The encumbrance or discharge of significant assets;			Subject to situation
	c) Failure to pay any bank or creditor or debt obligation or debt for a period exceeding 06 (six) months;			Subject to situation
	d) Significant new debt agreements; And			Subject to situation
	e) Foreign loan agreement or investment agreement, etc.		√	
7	<b>Information related to fund management and structure changes, such as: -</b>			
	a) Extension-Reduction of tenure of the Fund;			N/A
	b) Exhaustion of funds;			N/A
	c) Conversion of funds;			N/A
	d) Investment of 10% or more of the Fund in any single security;			N/A
	e) Profit or loss on financing any significant investment; And			N/A
	f) Constitution of trustees of the fund, any alteration in the trust deed, etc.			N/A
8	<b>Others, such as: -</b>			
	a) Signing of any material agreement or cancellation or substantial amendment of previously announced/signed agreement;			Subject to situation
	b) Loss of any substantial assets of the Company or the Issuer or any event affecting its reputation;			Subject to situation
	c) Cancellation or substantial modification of any scheme previously announced; and			Subject to situation
	d) Submission of qualified report by auditor of issuer or fund, etc.		√	

## Disclosure Procedure

The Company Secretary shall immediately discuss the matter with the Chairman or Managing Director/ CEO or Board of Directors (BoD) of the Company. Upon approval of the BoD, the Company Secretary shall do the followings sequentially:

### In case of Price Sensitive Information:

- Send the Price Sensitive Information through email or fax or any digital submission platform and by hand to the BSEC, DSE & CSE and if needed by Courier as required by the laws and regulations of Bangladesh.
- Immediate publication of the Price Sensitive Information in two widely circulated daily newspapers (one Bengali and one English) and one online newspaper.
- Upload the Price Sensitive Information in the Company website.

### In case of Material Information:

Upload the Material Information in the Company's website as soon as reasonably possible from the happening of event or information.

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**Review and Amendment:**

This Principles on Disclosure of Material Information and Price Sensitive Information may be reviewed by the Board if and where necessary and will be notified. Any subsequent amendment or modification in the Regulations and/or applicable in this regard shall automatically apply to these principles.

The above information will be posted in the Investors Information section of the Company's website.

Mohammad Ilias  
Company Secretary