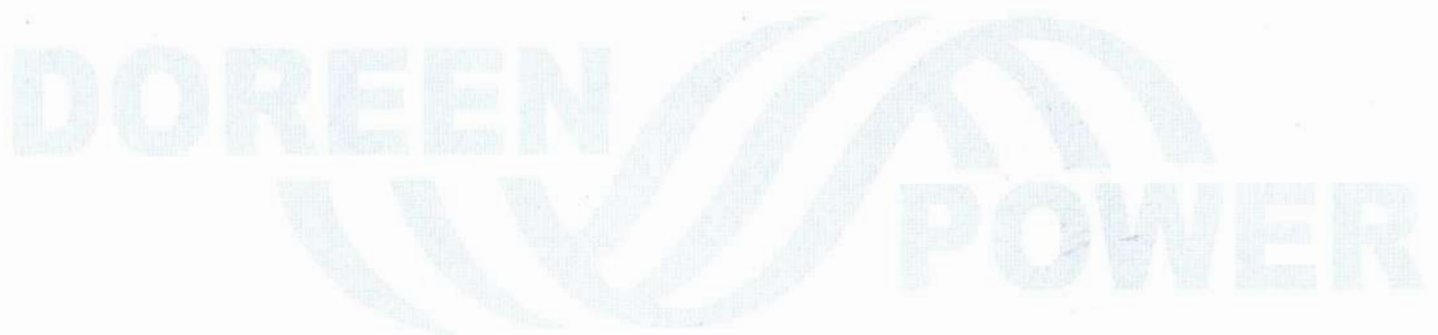


Doreen Power Generations and Systems Limited

Principles on Disclosure of Material Information and Price Sensitive Information



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01. Introduction:

- 1.1 The policy shall be called **"Principles on Disclosure of Materials Information and Price Sensitive Information"** (hereinafter referred to as the principles) of the Doreen Power Generations and Systems Limited
- 1.2 The policy is made pursuant to the Bangladesh Securities & Exchange Commission notification no. BSEC/CMRRCD/2021-396/admin/140 dated 28th December 2022. Herein the board has approved the principles for disclosing materials events or Price Sensitive information to the stock exchanges (hereinafter referred to as **"Exchange"** wherein its securities are listed.

02. Objectives:

- 2.1 The objectives of this policy is to ensure continuous, adequate, accurate and timely disclosure of information by Doreen Power Generations and Systems Limited to the stock exchanges on ongoing basis to enable the investors to make informed investment decisions.
- 2.2 Regulation 33 of the listing Regulation 2015 requires listed entities to promptly inform the Stock Exchanges of all the events as well as Price Sensitive Information which will have a bearing on the performance / operations of the Company by applying the following factors to ensure fairness and efficiency in the market:
 - (a) Timely disclosure of relevant information to investors; and
 - (b) Adequacy and accuracy of the information disclosed.
- 2.3 Doreen Power Generations and Systems Limited shall make timely disclosures of the change/event / information to the Exchange(s), at the time of occurrence of the change/event / information and where applicable, make periodic disclosures on the associated material developments till such time the event is resolved / closed.
- 2.4 To determine whether an event or information is material or Price Sensitive.



03. Information to be disclosed as Price Sensitive Information

In pursuant to the Securities & Exchange Commission notification no. BSEC/CMRRCD/2021-396/admin/140 dated 28th December 2022 following information shall be consider Price Sensitive Information:

- Report on financial performance or result or others related information like significant deviations for increasing or decreasing of revenue, income, expenses, cash flow and revaluation of assets & liabilities.
- Declaration or recommendation of interim and/or annual cash dividend;
- Declaration or recommendation of annual cash and/or stock dividend;
- Change of corporate structure like amalgamation/merger, demerger, transfer, change, relaxation;
- Changes of Capital Structure;
- Increase or decrease of existing Business; like increase or decrease of capacity, diversify the existing business;
- Any information recommended by regulators;

04. Deemed Price Sensitive Information declared by the Board of Directors

The following event/information shall be necessarily disclosed to the Exchange and Commission as Price Sensitive Information:

Information related to changes of Financial Performance:

- Quarterly and annual Financial Result/Performance like EPS, NAV, NOCPS;
- Information related to asset revaluation, assets mixing etc.;
- Decision for issuing right share, bonus share or any kind of benefit/profit like this to the shareholders;

Information related to Corporate Declaration:

- Any cancellation of dividend with reasons thereof;

Information related to changes of Corporate Structure:

- Raising capital by issuing preference share, zero coupon bond etc.;
- Acquisition or Removal of existing assets which is 5% or more of the total assets
- Amalgamation/Merger with other company and/or acquire/ transfer/ relaxation of significant shares of others company;

Information related to changes of Capital Structure:

- Any decision for changing capital structure by issuing RPO, Right Shares Offer
- Increase in share capital by issue of new/fresh shares;
- Any decision for repurchasing or redemption any securities or any unit of the company;

Information related to expansion/changes of the Business Activities:

- Significant change of capital investment or mission or purpose of the company;
- Significant changes of business, new agreement, new production;
- Any decision for purchasing/ sales of Non-current/fixed assets or plants or Machineries maintenances or development or investment in BMRE project or information related to new unit development;

Others Information

- Forfeiture of shares or securities;
- Decision on voluntary delisting from the stock exchange (s);
- Annual credit rating report

05. Deemed Material Information declared by the Board of Directors

The following event/information shall be necessarily disclosed to the Exchange and Commission as Material Information:

Information related to changes of Financial Performance:

- Changes in any account policies;

Information related to Corporate Declaration:

- Any information which has the right to know to the shareholders;
- Decision for changing dividend distribution policy;

Information related to changes of Corporate Structure:

- Demerger, relaxation, removal of any unit of the existing business;
- Change the corporate activities by Capital reorganization or amalgamation or demerger;
- Any decision relating to the power takeover to other company or acquisition of internal services of other company;

- Any changes of ownership that can be affected the overall control of the company business;
- Changes in the name of the company;
- Changes in the register address or head office address of the company;

Information related to changes of Capital Structure:

- Significant changes relating to the Right of the shareholders

Information related to expansion /changes of the Business Activities:

- Collecting significant long term bad debts
- Any significant development /change related to technology, production, establishment of the company;
- Change/appointment/retirement of Board of Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary;
- Changes of statutory Auditor, Compliance Auditor, Credit Rating Company;
- Commencement of legal proceeding or development of regulatory rules and regulations or any significant legal judgment or order;
- Company's Category change/remove by the stock exchange or Commission;
- Significant management contract, Investment related agreement, service agreement or related party transaction which can be affected significantly to the financial performance of the company;
- Provide/take Loan or Advance from/to holding company or associate company or subsidiary company;
- Provide/take Loan or Advance from/to holding company's Directors or associate company's Directors or subsidiary company's Directors;

Information related to loan and advance management

- Information related to the loan received or payment of advance (25% or higher) based on Paid-up capital or net asset value (whichever is higher).
- Giving/releasing of guarantees of any substantial assets.
- Failure of payment of loan/liability of any bank or lender or debt instrument, for more than six (06) months.
- Notable loan-agreement or foreign investment agreement, etc.

Others Information

- Signing of any important agreement/ amendment or cancellation of agreement (s) that is/are signed in previous years.
- Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of the Company.
- Cancellation of any project or any material change/amendment of the project.
- Qualified Opinion submitted by the auditor, etc.

06. Determination of Price Sensitive information:

- The event/information shall be considered as Price Sensitive Information if it has the possibility to impact the market price of the securities or net assets value of the company may be impacted significantly (i.e. net assets value may be impacted by at least 10% or the rate that the Commission fix time to time.)

The net assets shall be considered on the basis of last/latest year/period audited financial statements.

- If in the opinion of the Board of directors of Doreen Power Generations and Systems Limited, any event/information is considered Price Sensitive Information.

07. Time of disclosure

- Subject to provisions of the regulations, Doreen Power Generations and Systems Limited shall disclose all Price Sensitive Information within 2 (two) hours of the closure of Board Meeting to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger and/or courier service and subsequently send the same as hard copy to the regulators.
- All material information shall be disclosed as soon as possible when it is visible to the company to the Exchanges & Commission through e-mail or fax or any digital platform or special messenger and/or courier service and subsequently send the same as hard copy to the regulators.

08. Authorization:

Price Sensitive Information and Material Events/information shall be signed by the Chairman or Managing Director or Chief executive Officer or Company Secretary of the company.

09. Amendments to the principles:

These principles would be amended in accordance with the Statutory & Regulatory Rules and Regulation time to time and Doreen Power Generations and Systems Limited also reserve its right to alter, modify, add, delete or amend any of the provision of this principles by the approval of Board of Directors.

10. Disclosure:

- a. Doreen Power Generations and Systems Limited shall disclose all Material Information and Price Sensitive Information in website of the company.
- b. Doreen Power Generations and Systems Limited shall publish all Material Information and Price Sensitive Information in two widely circulated national daily newspapers (one Bangla and one English) and one online newspaper.
- c. Copy of this policy shall also be posted on the website of the company.

A handwritten signature in blue ink, consisting of a stylized, circular scribble.