



**THE PRINCIPLES ON DISCLOSURE OF
MATERIAL INFORMATION (MI)
AND
PRICE SENSITIVE INFORMATION (PSI)**

Navana CNG Limited

Version- 1.0

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1. INTRODUCTION

Navana CNG Limited, being a listed company, has to comply with the regulations of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Regulations, 2022, and the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time in this regard.

2. PURPOSE

The purpose of this Policy is to determine Price Sensitive Information (PSI) and materiality of events/information, based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, so that the Company makes timely disclosure of PSI and Material events / information as well as disseminates the information on its website. The Policy thus aims at providing equal access to important information or disclosures to regulators or investors which may affect their investment decisions, and in formulating the principles of materiality based on which the Company shall make disclosures of events or information.

3. CATEGORY

The information required to be disclosed are divided into the following two categories as specified in the Rules:

- A. Material Information (MI)
- B. Price Sensitive Information (PSI)

4. CONTENTS OF PRICE SENSITIVE INFORMATION (PSI)

- (a) Information related to the financial report, financial results and other basic information related to the financial performance;
- (b) Information related to dividend and corporate declarations;
- (c) Information related to the change of corporate structure (i.e., amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.);
- (d) Information related to the change of capital structure;
- (e) Information related to the business extension, change, etc.;
- (f) Information related to the Company's fund management and structural change of the fund;
- (g) Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives; and
- (h) Any information published by the BSEC in official gazette defining as PSI.

5. CONTENTS OF MATERIAL INFORMATION

1. Factors related to changes in financial conditions, such as: -

- (a) Changes in financial statements, such as significant decrease or increase in income, expenses, cash flows, receivables, liabilities or assets etc. and revaluation of most or significant assets or any information or statement or comment regarding revaluation of significant assets or significant decrease-increase;
- (b) The following comparative information in the financial statements:
 - I) Earnings per share; II) Net operating cash flow per share; III) Net asset value per share;
- (c) Material changes in the value or composition of assets of the Company;

- (d) Any special instructions or any modification of any special instructions previously given by the regulatory authority of the company regarding reservation of provisions; and
- (e) Any change in the accounting policies of the company, etc.

2. Information regarding corporate announcements, such as: -

- (a) Any decision relating to dividend;
- (b) Decision to declare or issue rights, bonus issues or similar benefits to security holders;
- (c) Corporate declarations or other information relating to the receivables of the investors;
- (d) Any change in dividend distribution policy, etc.

3. Information regarding changes in corporate structure, such as: -

- (a) Acquisition or disposal of any existing assets of the Company at least 05% (five percent) or more;
- (b) Merger of the Company with another company;
- (c) Any acquisition or substantial acquisition of shares of any company, etc.;
- (d) Demerger of any unit of the company;
- (e) Conversion or winding up of any unit of the Company;
- (f) Changes in corporate operations by way of capital reorganization or merger or demerger;
- (g) Takeover proposal or internal service acquisition proposal of any company;
- (h) Change of ownership that may affect controlling of the Company; and
- (i) Change of name or address, etc.

4. Information regarding changes in capital structure, such as: -

- (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 of the Company;
- (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. Information regarding expansion, change etc. of business activities, such as: -

- (a) Any significant development or change in the Company's technology, production or facilities;
- (b) Significant capital investment or significant change in the purpose of the organization;
- (c) Significant new contracts, product, patent, service or business changes;
- (d) Significant realization of long-term bad debts;
- (e) Any change of the Board of Directors or any resignation or termination of the Managing Director, CFO and Company Secretary;
- (f) Change of statutory auditor or corporate governance compliance auditor and credit rating company or agency;
- (g) Initiation of legal proceedings or development of regulatory matters or any significant judgment or order by the court;
- (h) Change of category of listed security in the stock exchange(s) or company's de-listing from the exchange(s);

- (i) Any significant management contract, investor relations agreement, service agreement, or related party transaction that could materially affect the financial statements of the Company;
- (j) Information relating to decision of sale or purchase of any fixed asset or renovation or development or expansion of plant or machinery (BMRE) or setting up of new units; and
- (k) Grant or acceptance of significant advances or loans between the inter-company or subsidiary or associate companies; and
- (l) Any kinds of loan or related benefits receive and provide or exchange with any directors of the Company.

6. Information related to loan and debt management, such as: -

- (a) Borrowing and repayment of 25% or more of the paid-up capital or net asset value, whichever is higher;
- (b) The encumbrance or discharge of significant assets;
- (c) Significant new loan agreements; and
- (d) Foreign loan agreement or investment agreement, etc.

6. AUTHORIZED PERSONS TO DISSEMINATION/DISCLOSE INFORMATION:

In order to ensure the accuracy and consistency of the Company's disclosures to relevant stakeholders, the Chairman of the Board, the Managing Director and the Company Secretary shall be responsible for communications on behalf of the Company.

The Managing Director may, from time to time, designate others to speak on behalf of the Company and respond to specific inquiries from the investment community or media. Employees who are not authorized as spokespersons are not to respond to inquiries from the investment community or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Company Secretary.

7. REVIEW AND AMENDMENTS:

The Board of Directors may review and approve revisions whenever they deem it necessary and may delegate authority to Management to resolve any questions or issues that may arise in the course of putting the principles into practice.

8. DISSEMINATION OF PRINCIPLES:

These principles shall be hosted on the website of the Company.