

CAPLIN POINT LABORATORIES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT

[Pursuant to Regulation 30(4) (ii) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

CAPLIN POINT LABORATORIES LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

I. INTRODUCTION:

The Securities and Exchange Board of India (SEBI) on 2nd September, 2015 issued the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Regulations”) with the aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability and bringing the basic framework governing the regime of Listed Entities in line with the Companies Act, 2013 and at the same time compiling all the mandates of varied SEBI Regulations / Circulars governing Equity as well as Debt segments of capital market.

Regulation 30 of the regulations deals with disclosure of material events / information by the Company whose equity securities are listed and are required to make disclosure of events / information specified under the relevant Schedule of Regulation 30.

The Regulations requires Company to frame a policy for determination of materiality, based on criteria specified in the Regulations, to be approved by Board of Directors of the Company and further to be disclosed on the website of the Company.

Accordingly the Policy on Determination of Materiality of Events has been approved and adopted by the Board of Directors of the Company at their meeting held on March 17, 2016.

II. PURPOSE OF THIS POLICY:

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

3. DEFINITIONS:

- 3.1. “Board of Directors” means the Board of Directors of the Company.
- 3.2. “Company” means Caplin Point Laboratories Limited.
- 3.3. “Compliance Officer” means the Company Secretary of the Company.
- 3.4. “Key Managerial Personnel” means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- 3.5. “Promoter” shall have the same meaning as assigned in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- 3.7. “Stock Exchange” means a recognised stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956.

4. DISCLOSURE OF EVENTS:

4.1. The following events or information shall be disclosed to the Stock Exchanges within 30 minutes of the decision taken or approval granted by the Board of Directors ("the Board") of the Company: -

- 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 Company from Stock Exchanges.

4.2. The following events or information shall be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event or information:-

- a. 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 Company or any other restructuring.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean –

1) Acquiring control, whether directly or indirectly; or,

2) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

- i. 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;

ii. There has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

- b. 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.
- c. Revision in Rating(s).
- d. 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.
- e. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.

- f. Change in directors, key managerial personnel (MD, Functional/Whole-time Directors, Chief Financial officer and Company Secretary etc.), Auditor and Compliance Officer.
- g. Appointment or discontinuation of share transfer agent.
- h. Corporate debt restructuring.
- i. One time settlement with a bank.
- j. Reference to BIFR and winding-up petition filed by any party / creditors.
- k. 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.
- l. Proceedings of annual and extraordinary general meetings of the Company.
- m. Amendments to memorandum and articles of association of Company, in brief.
- n. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
- o. Any major development likely to affect business, e.g. Change in Accounting Policy paving significant impact on accounts, emergence of new technologies, expiry of patents, etc.

4.3. The following events or information shall be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event or information if the impact of such event or information on the Company exceeds 25% of its turnover, such turnover / net worth to be based on the latest audited financial statements of the Company:-

- a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- b. 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).
- c. Capacity addition or product launch.
- d. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- e. 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.
- f. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- g. Effect(s) arising out of change in the regulatory framework applicable to the Company Litigation(s) / dispute(s) / regulatory action(s) with impact.
- h. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
- i. Options to purchase securities including any ESOP/ESPS Scheme.
- j. Giving of guarantees or indemnity or becoming a surety for any third party.
- k. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

4.4. In case the materiality threshold indicated above cannot be applied to a particular event/information, the Company will disclose such event/information:

- a. When non-disclosure of the event/ information is likely to result in discontinuity or alteration of the event/information already available in public domain, or
- b. It is expected that if the event/information subsequently comes in public domain, it will impact the market price of the Company's shares exceeding 15% or more, wholly attributable to such event/information, or
- c. If the event is material in the opinion of the Board.

5. Intimation / Authorization for disclosures

- 5.1. The concerned Head of Departments shall immediately on occurrence of any of the event / information as mentioned in Para 4 above, which pertains to their functional area, inform about the same to the Company Secretary Department.
- 5.2. Any two among the key managerial personnel (Chairman, Managing Director, Chief Financial Officer and Company Secretary) of the Company are jointly authorized to determine materiality of an event/information and Company Secretary shall make disclosures of such event/information to Stock Exchanges. Contact details of such authorized personnel are available on the Company's website and have been disclosed to the Stock Exchanges.

6. Prompt disclosure to Stock Exchanges

The Company shall disclose to the Stock Exchanges of all events/ information within the prescribed time limit mentioned in Para 4 above. In case of delay in disclosure, the Company shall, along with such disclosures provide explanation for the delay.

7. Disclosure on Company website

All such events or information which has been disclosed to Stock Exchanges under this Policy shall be placed on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

8. AUTHORIZATION FOR MAKING DISCLOSURES:

Managing Director, Chief Financial Officer and Company Secretary of the Company are severally / jointly authorized for the purpose of determining materiality of an event / information and for the purpose of making disclosures to stock exchange(s) under this Policy, the contact details of whom are also available on the website of the Company.

9. AMENDMENT TO THE POLICY:

The Board of Directors shall alter, amend or modify the clauses of this Policy from time to time in line with the requirement of the SEBI Guidelines or any other rules, regulations etc., which may be amended and applicable from time to time.
