



# **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION**

(AMENDED BY THE BOARD OF DIRECTORS IN THEIR MEETING HELD ON AUGUST 02, 2023)

## POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

### I. Legal Framework and Background

Mankind Pharma Limited (the “**Company**”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information (“**Policy**”) is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

The Board of Directors of the Company have adopted the Policy at their meeting held on April 12, 2023 and the Policy shall come into force with effect from the date Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 takes effect with respect to the Company.

### II. Objective

The objective of this Policy is to serve as a guiding charter to the management of the Company to ensure that timely and adequate disclosure of events or information that are material in nature and could affect investment decisions, is made to the investor community timely and appropriately as mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### III. Definitions

- (a) “**Act**” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
- (b) “**Board of Directors**” means the Board of Directors of the Company.
- (c) “**Key Managerial Personnel**” means key managerial personnel as defined under clause (51) of Section 2 of the Companies Act, 2013.
- (d) “**mainstream media**” means mainstream media as defined under Regulation 2(ra) of SEBI Listing Regulations.
- (e) “**Net worth**” means net worth as defined in sub-section (57) of Section 2 of the Companies Act, 2013.
- (f) “**SEBI Listing Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- (g) “**Turnover**” means turnover as defined under sub-section (91) of section 2 of the Companies Act, 2013.
- (h) “**Policy**” means this policy, as amended from time to time.
- (i) “**SEBI**” means the Securities and Exchange Board of India.
- (j) “**Stock Exchange**” means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI Listing Regulations and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

**IV. Events or information which are deemed to be material events and shall be disclosed without any application of the guidelines for materiality**

Events or information as specified in Para A of Part A of Schedule III of the SEBI Listing Regulations are deemed to be material events and the Company shall, disclose all such events or information, as may be applicable from time to time).

**V. Events or information which are dependent on application of guidelines for materiality**

The Company shall, disclose all such events or information, which are specified in **Para B of Part A of Schedule III of the SEBI Listing Regulations** (as may be applicable / amended from time to time) pursuant to this Policy based on application of guidelines for materiality as specified herein below:

**(i) Quantitative criteria:**

An event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
- b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
- c) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

**(ii) Qualitative criteria:**

- a) An event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or;
- b) An event or information which is likely to result in significant market reaction if the said event or information came to light at a later date.

**(iii)** In case where the criteria specified in sub-clauses (i) and (ii) is not applicable, an event or information may be treated as being material if the Board of Directors of the Company or any Key Managerial Personnel authorized by Board of Directors to determine materiality of an event or information is of the opinion that, such event or information is considered material.

**VI.** The Company shall disclose any other information or event viz. major development that is likely to affect Company's 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 and which may be necessary to enable the holders of securities of the Company to appraise their position and to avoid the establishment of a false market in the securities of the Company.

**VII.** The Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of Regulation 30 of the SEBI Listing Regulations are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information. If Company confirms the reported event or information, it shall also provide the current stage of such event or information.

**VIII.** In case an event or information is required to be disclosed by the Company in terms of the provisions of SEBI Listing Regulations read with this Policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

**IX. Any other information or event which is to be disclosed by the Company**

Events of the Company to which neither Para IV, V, VI, VII and VIII of this Policy apply, should be disclosed if such events are considered as material by the Board of Directors of the Company or any Key Managerial Personnel authorized by Board of Directors.

**X. Key managerial personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange**

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (“Authorized Person(s)”):

For determining materiality of events or information:

**S. No. Designation**

1. Managing Director
2. Chief Executive Officer
3. Chief Operating Officer
4. Chief Financial Officer
5. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board.

For making disclosure to Stock Exchanges

**S. No. Designation**

1. Chief Financial Officer
2. Company Secretary & Compliance Officer

The Authorized Person(s) shall have the powers and responsibilities as specified in this clause:

- (a) To take a view on the materiality of an event or information which may qualify for disclosure and resolve any computation and interpretation issues whilst making the materiality assessment.
- (b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an Event or information to be reported.
- (c) To review and finalise the details to be disclosed
- (d) To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (e) To consider such other events that may require disclosure to be made to the Stock Exchange(s) which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters
- (f) To formulate operational guidelines for deployment of this Policy, if required.

**XI. Disclosure**

- (a) The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website and direct email.

- (b) Statutory timeframes for disclosure- shall be adhered with and delay, if any, should be sufficiently explained along with the disclosure.
- (c) The Company shall disclose on the website of the Company all such events or information which has been disclosed to stock exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's Archival Policy.
- (d) The Company shall make available on the website of the Company the contact details of the above mentioned Authorized Person(s) and disclose the same to the Stock Exchange(s).
- (e) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.
- (f) Whenever any department head of the Company become aware of any event or information, which may qualify as a potential material event or information in light of guidelines for materiality as prescribed under this Policy, then such department head shall report the same to the concerned Authorized Person(s), for the purpose of determining the materiality of the said event or information.

**XII. Amendments**

The Board may amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy with or without changes in applicable laws. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

**XIII. Scope and limitation**

In the event of any conflict between the provisions of this Policy and the Act or SEBI Listing Regulations or any other statutory enactments, modification or rules, the provisions of SEBI Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain inforce.

**XIV. Dissemination of policy**

This Policy shall be hosted on the website of the Company.

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