

RODEC PHARMA LIMITED

(FORMERLY KNOWN AS RODEC PHARMACEUTICALS PRIVATE LIMITED)

Regd. Office: F-46, Pankaj Central Market I.P Extension, Patparganj, New Delhi - 110092
Corporate Office: C-2 Site-3, Meerut Road Industrial Area, Ghaziabad-201001, Uttar Pradesh,

POLICY FOR DETERMINATION OF MATERIALITY



SCOPE AND PURPOSE:

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) requires the Company to formulate a policy to determine the material events for the purpose of proper, sufficient and timely disclosure of the same to the Stock Exchange(s).

OBJECTIVE:

The objective of this policy is to determine the materiality of any event or information to make disclosure of such events or information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

DEFINITIONS:

“**Board of Directors**” or “**Board**” means the Board of Directors of Rodec Pharma Limited, as constituted from time to time.

“**Company**” means Rodec Pharma Limited.

“**Compliance Officer**” shall mean the Company Secretary of the Company or such Compliance Officer identified by the Board for the purpose of SEBI Listing Regulations;

“**Material Events**” or “**Material Information**” means any event / information which is considered to be material in terms of SEBI Listing Regulations.

“**Policy**” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

“**Listing Regulations**” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“**Schedule**” means Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is listed in Annexure – I of this Policy and which forms part of the Policy.

“**Key Managerial Personnel**” means Key Managerial Personnel or KMP as defined in sub-section (51) of section 2 of the Companies Act, 2013.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

In terms of Regulation 30 of the Listing Regulations, every Company shall make disclosures of any events or information which, in the opinion of the board of directors of the Company, is material. The events / information that are required to be disclosed by the Company may be divided in the following categories:

1. Events to be disclosed without application of the guidelines for determining materiality, as specified in Para A of Part A Schedule III of the Listing Regulations, as amended from time to



time.

2. of events to be disclosed upon application of the guidelines for determining materiality, as specified in Para B of Part A of Schedule III of the Listing Regulations, as amended from time to time.
3. Any other events or information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, market sensitive information etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.
4. Without prejudice to the generality of the clause a, b & c above, events/information specified by the SEBI from time to time.

The Company shall consider the following criteria, in line with guidelines prescribed/notified by SEBI from time to time, for determination of materiality of events/ information:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. 2% (two percent) of turnover, as per the last audited financial statements of the Company;
 - ii. 2% (two percent) of net worth, as per the last audited financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - iii. 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of the Company.
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

TIMELINE FOR DISCLOSURE:

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of this policy and Listing Regulations as soon as reasonably possible and in any case not later than the following:

- a. 30 (thirty) minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

In case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading



day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

In case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- b. 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. 24 (twenty) four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Where all the relevant information in respect of claims made against the listed entity under any litigation or dispute, other than tax litigation or dispute, as specified under sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure in respect of such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.”

All other events mentioned under sub clause (a), (b) and (c) above, other than those mentioned in the foregoing clause shall be disclosed by the Company as soon as reasonably possible but not later than 24 hours from the occurrence of a particular event.

Disclosure with respect to events specified in Schedule III of the Listing Regulations and Circulars, issued by SEBI from time to time shall be made within the timelines specified therein.

In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

AUTHORISATION FOR DISCLOSURES:

The Board of Directors of the Company shall authorize from time-to-time, one or more Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchanges under this Policy and the contact details of such personnel shall also be disclosed to the Stock Exchanges and on the Company's website.

GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO BE OCCURRED FOR THE PURPOSE OF DISCLOSURE TO THE STOCK EXCHANGE

1. The events/information shall be said to have occurred upon receipt of approval of Board of Directors, if applicable, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of the Board of Directors.
2. The events/ information that may be of price sensitive nature such as declaration of dividends, etc., on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.
3. The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as an Officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.



DISCLOSURE ON WEBSITE OF THE COMPANY:

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

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

SCOPE AND LIMITATION:

In the event of any conflict between the provisions of this Policy and the Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations or statutory enactments or rules shall prevail over this Policy. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the relevant provisions of this Policy and the Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.

AMENDMENTS AND UPDATES:

The Board of Directors are authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Listing Regulations and any amendment thereto from time to time.

