



POLICY FOR
DETERMINATION OF MATERIALITY
OF ANY
EVENT/INFORMATION

(Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Adopted in the Board Meeting dated 16th November, 2015



POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT/INFORMATION

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Regulations, 2015)

[CIN: L24230MH1972PLC116413]

A) BACKGROUND & OBJECTIVES:

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Regulations**"), has become applicable with effect from December 01, 2015, requires every listed company, whose specified securities are listed on any recognized stock exchange(s) to frame a Policy for Determination of Materiality of events and information for disclosure to the stock exchange(s) ("**Policy**"), duly approved by the Board of Directors. Thus, the objective of this Policy is to determine the materiality so that the events/information which satisfy the criteria of 'materiality' could be promptly disclosed to the stock exchange(s).

B) DEFINITIONS:

"**Company**" means Mangalam Drugs & Organics Ltd.

"**Material Events/Information**" means events/information determined based on application of the guidelines for materiality referred in sub-regulation (4) of Regulation 30 of the Regulations.

"**Material Subsidiary**" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

"**Policy**" means Policy for Determination of Materiality of any event/information.

"**Subsidiary**" means Subsidiary of Mangalam Drugs & Organics Ltd.

"**Specified Securities**" means 'equity shares' and 'convertible securities' as defined under clause (zj) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

C) POLICY:

- i. This Policy applies only to events specified in Para B of Part A of Schedule III of the Regulations.
- ii. The Chairman/Managing Director of the Company and Chief Financial Officer shall be the authority to determine the materiality of any events/information, classify it as a material event/information and decide appropriate time at which disclosure is to be filed with stock exchange(s). However, event/information which are classified as material should be disclosed by Managing Director / Chief Financial Officer/Company Secretary as soon as reasonably possible and not later than twenty four hours from the occurrence of the event or information and in case the disclosure is made after



- iii. twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay, if any. The event/information may pertain to the Company and/or its Material Subsidiaries and should be reported immediately to the management after a Responsible Officer becomes aware of it.
- iii. On receipt of communication of potential material event/ information, the Chairman/Managing Director, the Chief Financial Officer will:
 - i. review event/information and take necessary steps to verify its accuracy;
 - ii. assess whether the event/information is required to be disclosed to the Stock Exchanges under the Regulations; and
 - iii. Report the matter to Chairman/ Managing Director that event /information is material and requires disclosure under Regulation 30.

Where the Chairman/Managing Director and Chief Financial Officer is not certain about materiality of event/information, they may refer matter for external legal advice/opinion.

- iv. Following events are required to be disclosed by the Company within thirty minutes of the conclusion of the Board Meeting:
 - i. 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;
 - ii. any cancellation of dividend with reasons thereof;
 - iii. the decision on buyback of securities;
 - iv. the decision with respect to fund raising proposed to be undertaken;
 - v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - vi. 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;
 - vii. short particulars of any other alterations of capital, including calls;
 - viii. financial results;
 - ix. decision on voluntary delisting by the listed entity from stock exchange(s).

(An illustrative list of Material Event or Information as mentioned above, which would require reporting to Stock Exchange(s) is attached as Annexure A)

- v. The above referred authorized persons shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to materiality of the information/event and while doing so, it may consider, among other factors, the following factors:
 - i. the omission of an event or information, which would likely result in discontinuity or alteration of event or information already available publicly; or
 - ii. the omission of an event or information which would likely result in significant market reaction if the said omission came to light at a later date;



- iii. in case where the criteria specified in above points (i) and (ii) are not applicable, an event or information may be treated as material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

D) PROCEDURE TO BE FOLLOWED:

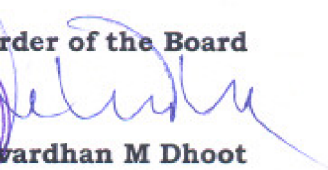
- a) **Prepare draft announcement to the Stock Exchanges:** If the event/information is material, the Company Secretary/Chief Financial Officer will prepare draft announcement to the Stock Exchanges which is factual and expressed in clear manner after obtaining approval from Chairman /Managing Director of the Company.
- b) **Lodge Announcements:** The Managing Director, Chief Financial Officer/Company Secretary on behalf of the Company will lodge or arrange for lodgment of the announcement with the Stock Exchanges.
- c) **Post announcement on website:** After lodgment of the announcement with the Stock Exchanges, the Chief Financial Officer/Company Secretary will arrange to place it on the website of the Company. All the announcements made under this Policy shall be hosted on the website for a minimum period of five years or such other period as may be specified from time to time.

E) AMENDMENTS TO THE POLICY:

The Board of Directors could amend this Policy, as and when deemed fit.

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, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

This Policy was adopted by the Board on November 16, 2015 and will be reviewed as and when deemed necessary.

By Order of the Board

Govardhan M Dhoot
Managing Director

Place: Mumbai

Date: December 01, 2015



Annexure A

Indicative List of Events/Material Information to be disclosed under Regulation 30(4)(ii) of the Regulations

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. 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).
3. Capacity addition or product launch.
4. Awarding, bagging/receiving, amendment or termination of award/bagged orders/contracts not in the normal course of business.
5. 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.
6. 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, lockout, etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s)/dispute(s)/regulatory action(s) of the Company and its Material Subsidiaries with impact.
9. Frauds/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of any guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Any other information/event 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, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.