



POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

1. OBJECTIVE

- 1.1. As per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Regulations"), the Company is required to frame a policy for determining materiality of events and information that needs to be disclosed to the Stock Exchanges.
- 1.2. The objective of this Policy is to evaluate materiality of any event/information and ensure timely and accurate dissemination of the same to the Stock Exchanges.
- 1.3. All other words and expressions used but not defined in these regulations, but defined in the Act or the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules and regulations or any statutory modification or re-enactment thereto, as the case may be.

2. CRITERIA TO BE APPLIED FOR DETERMINING MATERIALITY

Materiality will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information. The event or information shall be considered as Material, if it meets the following criteria:

- 2.1 (a) the event or information is in any manner Unpublished Price Sensitive information; (UPSI)

UPSI means:

- a) Periodic financial results of the Company;
- b) Dividends ;
- c) Change in capital structure;
- d) Any major expansion plans or execution of new projects;
- e) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- f) Changes in Key Managerial Personnel;



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- g) Material events in accordance with the Listing Agreement and
- h) Or any such other event which the board may decide to be in the nature of
Unpublished Price Sensitive Information

(b) the omission of an event or information which is likely to result in discontinuity or alteration of events or information already available publicly;

(c) the omission of an event or information is likely to result in significant market reaction on the Company's securities, if the said omission comes to light at a later date;

(d) any other event/information which is treated as Material in the opinion of the Board of Directors of the Company.

2.2 In case of any confusion with regard to the date of occurrence of event or information for the purpose of informing to the Stock Exchanges, the Company shall decide the same after examining it in light of the Guidance note issued by SEBI in this regard from time to time

3. DISCLOSURE OF EVENTS OR INFORMATION

3.1 Events specified in Annexure A are deemed to be material events and the Company shall make Disclosure of such events or information as soon as reasonably possible and not later than twenty four (24) hours from the occurrence of such event or information in the following manner:

- a. Inform Stock Exchanges on which the Securities of the Company are listed;
- b. Upload on the corporate website of the Company

Provided that in case the disclosure is made after twenty four (24) hrs of occurrence of such event or information, the Company shall, along with such disclosure (s) provide an explanation for delay.



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3.2 The Company shall make disclosure of events as specified in Annexure B based on application of guidelines for determining materiality as per Clause 2 of the Policy

3.3 All the above disclosure would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's Archival Policy.

4. PERSONS AUTHORISED TO DETERMINE MATERIALITY

4.1. The Board of Directors of the Company have authorized the Managing Director and the Chief Financial Officer to determine Materiality of any event or information for the purpose of making disclosure to the Stock Exchanges.

4.2 The Board of Directors have authorised the Company Secretary to make disclosure to the Stock Exchanges in respect of material events or information.

4.3 The Contact details of the above personnel shall be disclosed and updated from time to time.

5. REVIEW AND AMENDMENT

The Board may monitor, review and amend the Policy from time to time.

6. DISSEMINATION

This policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

This policy has been amended, approved and adopted by the Board of Directors at their meeting held on February 5, 2018.



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Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. 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. - 'Acquisition' shall mean, -

(i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -

(a) 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;

(b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. 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.;

3. Revision in credit rating(s);

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

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;



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- g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the Company from stock exchange(s).
5. 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;
 6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
 7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
 8. Appointment or discontinuation of share transfer agent;
 9. Corporate debt restructuring;
 10. One-time settlement with a bank;
 11. Reference to BIFR and winding-up petition filed by any party /creditors;
 12. 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;
 13. Proceedings of Annual and extraordinary general meetings of the Company;
 14. Amendments to memorandum and articles of association of Company, in brief;
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



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Annexure B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

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 awarded/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, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than Key Managerial Personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of 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 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.
