



STRIDES PHARMA SCIENCE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES

1 PREAMBLE

The Board of Directors of Strides Pharma Science Limited has adopted the following policy in line with the requirement of Regulation 30 of the Listing Regulations for identifying and disclosure of material events and information to the Stock Exchanges.

2 DEFINITIONS

- a) “**Act**” shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and amended from time to time.
- b) “**Board**” shall mean the Board of Directors of the Company.
- c) “**Company**” shall mean Strides Pharma Science Limited.
- d) “**Deemed Material Events**” are the Events/ Information that shall be disclosed without any application of guidelines for materiality as specified in this Policy.
- e) “**Guideline Based Material Events**” are the Events/ Information which shall be disclosed upon application of guidelines for materiality as specified in clause 4 of this Policy.
- f) “**Material Information**” means Events/ Information as referred in clause 3 of this Policy.
- g) “**Key Managerial Personnel or KMP**” means KMP as defined under the Section 2(51) of the Act read with Regulation 2(o) of the Listing Regulations.
- h) “**Listing Regulations**” shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

3 TYPES OF MATERIAL EVENTS/ INFORMATION

Material Events/ Information covered under this Policy shall be determined and disclosed by the Company in the manner set forth in this Policy.

- a) **Deemed Material Events** listed in Annexure - A shall be disclosed by the Company mandatorily without the application of any guidelines of materiality as provided in Schedule III – Part A, Para A of the Listing Regulations.
- b) **Guideline Based Material Events** listed in Annexure – B shall be disclosed, if considered material based on the application of the guidelines for materiality as specified in this Policy in line with Schedule III – Part A, Para B of the Listing Regulations.
- c) **Any Other Material Event/ Information** - The Company shall disclose major developments that is likely to affect the business of the Company and brief details thereof; and any other information known exclusively to the Company.

- d) **Any other Material Information** that does not fall under the categories mentioned in Clauses 3(a) to 3(c) shall be disclosed as specified by the Board of Directors of the Company from time to time keeping with the guidelines stipulated in the Policy.

4 CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

Materiality shall be determined on case to case basis depending on the facts and circumstances. The Company shall apply the following Qualitative and Quantitative Criteria for the determination of materiality of events/ information:

Qualitative Criteria

- a) The omission of an event/ information which is likely to:
 - i. Result in discontinuity/ alteration of an event/ information already available publicly; or
 - ii. Result in significant market reaction, if the said omission comes to light at a later date.
- b) In situations where the criteria specified above are not applicable, an event/ information may be treated as being material, if such event/ information is considered material in the opinion of the Board of the Company.

Quantitative Criteria

Materiality threshold of 20% of the consolidated revenues of the last audited financial results.

The Quantitative Criteria shall be read in conjunction with the Qualitative Criteria for determining materiality and arriving at a final decision on the reporting.

5 AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

- a) KMPs are severally authorized by the Board to determine the materiality of an event/ information and for the purpose to make appropriate disclosures to Stock Exchanges under this Policy.
- b) The KMPs are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
- c) The KMPs are jointly and/ or severally authorized to suo moto accept/ deny any report, event or information, which has been made public by the media in an unauthorized manner, or by any other means including but not limited to electronic means.

- d) KMPs are further authorized to respond to the rumors amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company.

6 ROLE OF KMP FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

KMPs shall:

- i. review and assess an event or information that may qualify as ‘material’ and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time;
- ii. 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;
- iii. disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations; and
- iv. provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information.

7 TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

Deemed Material Events/ Information

The Company shall disclose Deemed Material Events/ Information to the Stock Exchanges as soon as reasonably possible but not later than 24 hours from the occurrence of event or information or such other time line as indicated in the Listing Regulations.

Provided that in case the disclosure to the Stock Exchanges is made after the prescribed timeline, the Company shall, along with such disclosures provide an explanation for delay.

Guidelines based Material Events/ Information:

The Company shall promptly make disclosure of events as specified in Annexure B based on application of guidelines for determining Materiality as provided in this Policy.

All the events or information which has been disclosed to Stock Exchange(s) under this Policy shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter archived as per the archival policy of the Company.

8 DISSEMINATION OF THE POLICY

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

9 POLICY REVIEW

The policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

10 CONTACT DETAILS

The contact details of the KMPs authorised to determine materiality of events under this Policy are provided below:

Mr. Arun Kumar
Executive Chairperson & Managing Director
Contact Number: +91 80 6784 0118
Email id: investors@strides.com

Mr. Badree Komandur
Executive Director - Finance
Contact Number: +91 80 6784 0347
Email id: badree.komandur@strides.com

Ms. Manjula Ramamurthy
Company Secretary
Contact Number: +91 80 6784 0734
Email id: Manjula.r@strides.com

ANNEXURE – A

EVENTS LISTED IN PARA A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Deemed Material Events which shall be disclosed without any application of the guidelines for materiality as specified in Clause 3(a) of this Policy:

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

- a) acquiring control, whether directly or indirectly; or,
 - b) 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 5% 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 (i) of clause (b) of the Explanation to this sub-para and such change exceeds 2% 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 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;
 - 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. Resignation of the Auditor of the Company

Explanation – In case of resignation of the Auditors of the Company, detailed reasons for such resignation, as given by the said auditor, shall be disclosed by the Company to the Stock Exchange(s) as soon as possible but not later than 24 hrs of receipt of such reasons from the auditor.

9. Resignation of Independent Director(s) of the Company

Explanation - Within 7 days from the date of resignation of Independent Director(s), the following disclosures shall be made to the stock exchanges by the Company:

- Detailed reasons for the resignation of Independent Director(s) as given by the said director.
- The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- The confirmation as provided by the independent director above shall also be disclosed by the Company to the Stock Exchanges along with the detailed reasons as specified in sub-clause (i) above.

10. Appointment or discontinuation of Share Transfer Agent.
11. Corporate debt restructuring.
12. One-time settlement with a bank.
13. Reference to BIFR and winding-up petition filed by any party / creditors.
14. 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.
15. Proceedings of Annual and Extraordinary General Meetings of the Company.
16. Amendments to the Memorandum of Association and Articles of Association of Company, in brief.

17. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
18. Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code.

Following events in relation to the same shall be disclosed:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
- d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- f) Appointment/ Replacement of the Resolution Professional;
- g) Prior or post-facto intimation of the meetings of Committee of Creditors;
- h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Any other material information not involving commercial secrets.

ANNEXURE – B

MATERIAL INFORMATION LISTED IN PARA B OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

Guideline Based Material Events which shall be disclosed after application of the guidelines for materiality as specified in Clause 4 of this Policy:

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.