



POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION



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1. Introduction

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires every listed entity to make disclosure of events or information which are material.

Para A of Part A of Schedule III of the Listing Regulations specifies events or information which are deemed material and needs to be disclosed without applying a materiality criteria, whereas Para B of Part A specifies events or information which needs to be disclosed by applying a materiality criteria as specified in the said Regulation. The Company is required to frame a policy for determination of materiality, based on the criteria specified in Regulation 30 of the Listing Regulations for making disclosures of events or information specified in Para B. Hence this Policy for Determination of Materiality of Events or Information is formulated by the Board of Directors of the Company in accordance with Regulation 30(4)(ii) of the Listing Regulations.

2. Purpose

This Policy *inter alia* is aimed at:

- a) guiding the Company to make disclosure of events and information to the Stock Exchanges as specified in Regulation 30 read with Para A (events which are deemed material) and B (events where materiality threshold needs to be applied) of Part A of Schedule III of the Listing Regulations.
- b) assisting the Relevant Employees in identifying any potential material event or information and reporting the same to the Authorized Persons for determining the materiality of said events or information and ensure timely and adequate dissemination of information to the Stock Exchanges.
- c) disclosing foreign jurisdictions with material operations and the specific news sources in such jurisdictions which need to be tracked for verification of rumours in terms of proviso to Regulation 30(11) of the Listing Regulations.

The Company and its Relevant Employees are required to ensure compliance with this Policy and the provisions of the Listing Regulations to the best of their efforts and apply due diligence and reasonable care.

3. Definitions

- a. **'Act'** means the Companies Act, 2013 ('Act') including any amendments thereof and the Rules made thereunder.
- b. **'Company'** means Lupin Limited.
- c. **'Board of Directors'** means the Board of Directors of the Company.
- d. **'Stock Exchanges'** means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- e. **'SEBI'** means the Securities and Exchange Board of India.
- f. **'Policy'** means this policy, as amended from time to time.
- g. **'Normal course of Business'** shall mean all those transactions, events, and activities that satisfy one or more of the below attributes:
 - i. Transactions that are in consonance with the current business operations of the Company.
 - ii. Transactions, events, or activities which are conducted on a frequent or recurring basis as a part of regular operations.
 - iii. The terms of the transactions, events, or activities are comparable to those that would be applicable to transactions or activities with other independent parties such that these transactions are conducted at arm's length.
- h. **'Relevant Employees'** shall include employees of the Company who deals with or becomes aware of potential material event or information in the course of performance of his/her duties.
- i. **'Impending specific event/information'** shall mean all the events or information, which satisfy the below aspects:
 - i. The events which are specifically related to Lupin Limited;
 - ii. The information circulated has specific aspects/details of the reported transaction;
 - iii. Where the probability of going ahead with the concerned information/event within a reasonable period of its publication is higher, or the information is completely false; and
 - iv. Disclosure of such reported transaction is not constrained by any regulatory or contractual conditions.
- j. **'Not general in nature'** shall include those events and information which are related to the Company, the industry or the group in general and does not have attributes of 'Impending specific event/information'.
- k. **'Expected impact in terms of value'** means the value determined with respect to an event or information by the Relevant Employees as per the criteria determined by the Company and the explanation provided in the Industry Standard Note(s) issued by SEBI, from time to time.

- I. **'Mainstream Media'** shall cover specific news sources as specified in Industry Standards note on verification of market rumors formulated by the Industry Standards Forum ('ISF') and recognized by SEBI vide its circular dated May 21, 2024, under Regulations 30(11) of the Listing Regulations, as amended from time to time.
- m. **'Material Price Movement'**, shall be calculated as per the framework issued by the Stock Exchanges / SEBI from time to time.

The words and expressions used but not defined/explained herein shall have the same meaning as assigned to those words and expressions under the Listing Regulations or the Industry Standard Note(s) issued by SEBI, from time to time. If any word and expression is not defined in the Listing Regulations, such words and expressions shall have the same meaning as assigned to them under the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 or any other applicable laws or regulations, as the case may be.

4. Criteria for determination of materiality of events or information under the Listing Regulations

- I. The Company shall disclose all events/information stated in Para A of Part A of Schedule III of the Listing Regulations which are deemed to be material. The list of these events/information is provided in **Annexure A** of this Policy.
- II. The Company shall disclose all such applicable events/information specified in Para B of Part A of Schedule III of the Listing Regulations based on materiality thresholds applicable to the Company. The list of these events/information is provided in **Annexure B** of this policy.

Criteria for disclosure of events specified in Para B of Part A of Schedule III is given below:

Quantitative Criteria

The Authorized Persons shall consider whether the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- i. two percent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
- ii. two percent (2%) of net worth, as per the last audited consolidated financial statements of the Company;
- iii. five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Qualitative Criteria

The Authorized Persons shall also consider the following criteria for determination of materiality of events/information:

- i. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.

- ii. The omission of an event or information, which is likely to result in significant market reaction, if the said omission came to light at a later date;

In case the criteria specified in clause II above is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors or the Authorised Persons of the Company, the event or information is considered material.

III. In addition to above criteria the following factors shall also be considered for determination of materiality of an event/information:

- i. Any event/information which directly or indirectly may affect the reputation of the Company; or
- ii. Any event/information, which if not disclosed promptly may lead to creation of false market in the securities of the Company; or
- iii. Any event/information which is not in the normal course of business;

IV. Events/information with respect to any subsidiary of the Company would be considered material for the Company if the expected impact of the event/information on the Company in terms of value exceeds the materiality thresholds described in above paragraphs. The list of events/information as required to be disclosed by the Subsidiary is provided in **Annexure C** of this Policy.

5. Guidance on Timing of Occurrence of an Event or Information for Onward Disclosures:

As prescribed under Regulation 30(6) of the Listing Regulations, the Company shall disclose material events or information to the Stock Exchanges, upon occurrence of the event and/or availability of information, as soon as reasonably possible but within the time period and in any case not later than:

- a. 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;

Provided that 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 Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that 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. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of Para B of Part A of Schedule III of the Listing Regulations, is maintained in the structured digital database of the Company in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the Stock Exchanges within seventy-two hours of receipt of the notice by the Company.

The disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations, shall be made within such timelines.

In case the disclosure is made after the timelines specified under the Listing Regulations, then, along with such disclosure, the Company shall provide the explanation for the delay.

The Company, with respect to disclosures referred in Regulation 30 of the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The timing of occurrence of an event and/or availability of information would be decided on the basis of facts and circumstances prevailing at that time, as per the following guidance:

- (a) In the matters involving negotiation, discussion or approval etc., the event or information can be said to have occurred upon receipt of approval by the Board and/or the shareholders, as the case may be.

If in-principle approval or approval to explore (which is not final approval) is given by the Board, disclosure to the Stock Exchanges will not be required under the Policy.

- (b) In other matters, where such negotiation, discussion or approval etc. is not involved (such as natural calamities, strike, lock-out etc.), the event or information can be said to have occurred when the Authorized Persons becomes aware/is made aware of such event or information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, a Relevant Employee becomes aware of the event or comes into possession of the information in the course of the performance of his duties.

6. Authorized Persons to determine Materiality:

Pursuant to Regulation 30(5) of the Listing Regulations, the following are the Authorized Persons for the purpose of determining materiality of an event or information: -

1. Chief Financial Officer,
2. Company Secretary.

The Authorized Persons may consult Business Heads and Senior Management Personnel, or persons connected with the event/information for ascertaining facts for determining materiality.

7. Disclosure Process:

The Relevant Employees shall be responsible for identifying and informing the Authorised Persons upon occurrence of events/information as under:

- a. Events/information referred to in Annexure A without any application of materiality threshold as these events/information are deemed to be material.
- b. Events/information referred to in Annexure B upon application of materiality threshold as mentioned in clause 4 (II) with adequate supporting data/information.
- c. Events/information of subsidiaries referred to in Annexure C, if they are material for the Company.

Once the applicable event or information is identified to be disclosed to the Stock Exchanges under this Policy, the same shall be informed to the Company Secretary for making disclosures of material event/information to the Stock Exchanges in the format prescribed by SEBI through its Circulars issued from time to time.

8. Verification of market rumours

The Company is required to confirm, deny or clarify, upon Material Price Movement, any rumour pertaining to specific event or information in the Mainstream Media (Appendix-1) which is not general in nature and which indicates that a rumour of an impending specific event or information is circulating amongst the investing public. The confirmation, denial or clarification would be made to the Stock Exchanges as soon as reasonably possible, however, not later than twenty-four hours from the Material Price Movement.

The Promoters, directors, key managerial personnel and senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements of verification of market rumours and the Company shall disseminate the response received from such individual(s) promptly to the Stock Exchanges.

In case there are no rumours as envisaged above, the Company need not clarify to the Stock Exchanges.

For the purpose of verification of market rumours, the Company shall follow the industry standards note on verification of market rumours, recognized by SEBI vide its circular dated May 21, 2024 and issued by ISF, under Regulation 30(11) of the Listing Regulations, as amended from time to time.

Material Business Operations

The Company shall track and confirm, deny or clarify any rumour published in an English business/financial newspaper source in a country of such foreign jurisdictions where the Company has material business operations, coinciding with Material Price Movement in the Company's shares on the Stock Exchanges, as prescribed under the Regulations.

For this purpose, any country from where the Company generates 10% or more of its total annual consolidated revenue from operations, as per its last audited consolidated financial statements, will

be considered as a country of such foreign jurisdictions in which the Company has material business operations.

Basis the above criteria, the current list of country(ies) in the foreign jurisdiction where the Company has material business operations and the list of business / financial news sources in such country(ies) to be tracked by the Company, are given in **Annexure D** of this Policy.

The said list of jurisdictions and news sources in such country(ies) to be tracked by the Company shall be reviewed and updated annually by the Authorized Persons after the approval of the annual audited financial statements of the Company.

9. Amendment of Policy:

The Authorized Persons may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors.

This Policy is framed based on the provisions of the Listing Regulations. In the event of any inconsistency between the provisions of this Policy and of the Listing Regulations or any other statutory enactments, the provisions of such Listing Regulations or statutory enactments shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations and/or other applicable laws in this regard shall mutatis mutandis apply to /prevail upon this Policy.

10. General:

- (a) In case an event or information is required to be disclosed by the Company in terms of the Policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company will also disclose to the Stock Exchanges such communication, along with the event or information, unless disclosure of the communication is prohibited by the authority.
- (b) The Policy will be hosted on the Company's website www.lupin.com. All material events and information disclosed to the Stock Exchanges in terms of the Policy will also be hosted on the website.

List of events/information specified in Para A of Part A of Schedule III of the Listing Regulations which are deemed to be material and mandatorily require disclosure.

Sr. No.	Events/information
1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.</p> <p>Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean-</p> <ul style="list-style-type: none"> (i) acquiring control, whether directly or indirectly; or (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – <ul style="list-style-type: none"> a) the Company holds shares or voting rights aggregating to twenty 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or c) the cost of acquisition or the price at which the shares are acquired exceeds the materiality threshold specified in this Policy. <p>Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.</p> <p>Explanation (2) - For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-</p> <ul style="list-style-type: none"> i. an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the Company; or ii. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the materiality threshold specified in this policy. <p>Explanation (3)- For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013.</p>
2.	<p>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.</p>
3.	<p>New Rating(s) or Revision in Rating(s).</p>

<p>4.</p>	<p>Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), the outcome of the meetings of the Board of Directors, held to consider the following:</p> <ul style="list-style-type: none"> a) dividends 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 including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method; 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):
<p>5.</p>	<p>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.</p>
<p>6.</p>	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:</p> <p>Provided that such agreements entered into by the Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.</p> <p>Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner</p>
<p>7.</p>	<p>Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad:</p>

	<p>For the purpose of this sub-paragraph:</p> <p>i. 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</p> <p>ii. 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.</p> <p>Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.</p> <p>Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.</p> <p>Explanation 3 - Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the Company</p>
8.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
9.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
10.	Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company: <ul style="list-style-type: none"> i. The letter of resignation along with detailed reasons for the resignation as given by the said director. ii. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any. iii The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided. iv The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.
11.	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the Company within seven days from the date that such resignation comes into effect.
12.	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

13.	Appointment or discontinuation of <i>registrar to an issue and</i> share transfer agent.
14.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details: <ul style="list-style-type: none"> i. Decision to initiate resolution of loans/borrowings; ii. Signing of Inter-Creditors Agreement (ICA) by lenders; iii. Finalization of Resolution Plan; iv. Implementation of Resolution Plan; v. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
15.	One time settlement with a bank.
16.	Winding-up petition filed by any party/creditors.
17.	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.
18.	Proceedings of Annual and extraordinary general meetings of the Company.
19.	Amendments to memorandum and articles of association of Company, in brief.
20.	<p>a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet)</p> <p>b) Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.</p> <p>Explanation 1- For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.</p> <p>Explanation 2- Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the Company.</p> <p>c) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:</p> <ul style="list-style-type: none"> i. the audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier. ii. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls. iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to the Stock Exchanges within five working days of the conclusion of such calls.
21.	The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code: <ul style="list-style-type: none"> a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;

	<ul style="list-style-type: none"> 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 (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) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: <ul style="list-style-type: none"> i. Pre and Post net-worth of the company; ii. Details of assets of the company post CIRP; iii. Details of securities continuing to be imposed on the companies' assets; iv. Other material liabilities imposed on the company; v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities; vi. Details of funds infused in the company, creditors paid-off; vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.; viii. Impact on the investor – revised P/E, RONW ratios etc.; ix. Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control; x. Brief description of business strategy. m) Any other material information not involving commercial secrets. n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o) Quarterly disclosure of the status of achieving the MPS; p) The details as to the delisting plans, if any approved in the resolution plan.
<p>22.</p>	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by Company:</p> <ul style="list-style-type: none"> d) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; e) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

	<p>Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the Company.</p>
23.	<p>Announcement or communication through social media intermediaries or Mainstream Media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.</p>
24.	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:</p> <ol style="list-style-type: none"> a) search or seizure; or b) re-opening of accounts under section 130 of the Companies Act, 2013; or c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) taken or orders passed: <ol style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.
25.	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:</p> <ol style="list-style-type: none"> a) suspension; b) imposition of fine or penalty; c) settlement of proceedings; d) debarment; e) disqualification; f) closure of operations; g) sanctions imposed; h) warning or caution; or i) any other similar action(s) by whatever name called; <p>along with the following details pertaining to the actions(s) taken or orders passed:</p> <ol style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed;

	<p>v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.</p> <p>Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the subparagraph:</p> <ul style="list-style-type: none"> i. disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours. ii. disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified
26.	Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

List of events/information specified in Para B of Part A of Schedule III of the Listing Regulations, which shall be disclosed based on materiality thresholds applicable to the Company.

Sr. No.	Events/information
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Any of the following events pertaining to the Company: a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or b) adoption of new line(s) of business; or c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

List of events/information required to be disclosed by the Subsidiaries of the Company.

Sr. No.	Events/information
1.	<p>Acquisition (including agreement to acquire) of stake in another company.</p> <p>Explanation – for the purpose of this clause, the word 'acquisition' shall mean-</p> <ul style="list-style-type: none"> i acquiring control, whether directly or indirectly; or ii acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – <ul style="list-style-type: none"> a) the company holds shares or voting rights aggregating to twenty 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 made under sub-clause (a) above and such change exceeds five per cent of the total shareholding or voting rights in the said company; or c) the cost of acquisition or the price at which the shares are acquired exceeds the materiality thresholds specified in this policy. <p>Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.</p>
2.	Scheme of Arrangement (amalgamation, merger, demerger or restructuring).
3.	<p>Sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary.</p> <p>Explanation (1) – For the purpose of this clause, “sale or disposal of subsidiary” shall include-</p> <ul style="list-style-type: none"> i an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a subsidiary; or ii an agreement to sell or sale of shares or voting rights in a subsidiary such that the amount of the sale exceeds the materiality threshold specified in this policy. <p>Explanation (2) - For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.</p>
4.	Fraud or defaults by the Subsidiary
5.	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Subsidiary, in relation to the Company, in respect of the following:</p> <ul style="list-style-type: none"> a. search or seizure; or b. re-opening of accounts under section 130 of the Companies Act, 2013; or c. investigation under the provisions of Chapter XIV of the Companies Act, 2013;

<p>6.</p>	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Subsidiary, in relation to the Company, in respect of the following:</p> <ul style="list-style-type: none"> a. suspension; b. imposition of fine or penalty; c. settlement of proceedings; d. debarment; e. disqualification; f. closure of operations; g. sanctions imposed; h. warning or caution; or i. any other similar action(s) by whatever name called; <p>Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:</p> <ul style="list-style-type: none"> i. disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours. ii. disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified
<p>7.</p>	<p>Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division</p>
<p>8.</p>	<p>Capacity addition or product launch</p>
<p>9.</p>	<p>Closure of any subsidiary</p>
<p>10.</p>	<p>Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact exceeding the materiality thresholds specified in this Policy.</p>

Note:

- a) Annexure A, B and C shall be updated/modified/changed by the Authorized Persons from time to time, to give effect to any changes or amendments in the Listing Regulations.

List of foreign jurisdictions where the Company has material business operations.

1. United States of America (USA)

List of business / financial news sources in the above jurisdiction to be tracked by the Company

I. Wall Street Journal

II. Financial Times for United States of America.

Appendix-1

List of Mainstream Media as listed by Industry Standard Forum

I		Indian Newspapers	
1	<i>English National Dailies</i>	3	<i>Regional dailies</i>
a	Hindustan Times (Delhi editions)	a	Anand Bazaar Patrika (Bengali Language)
b	Hindustan Times (Mumbai editions)	b	Bartaman (Bengali Language)
c	Times of India (Mumbai editions)	c	Gujarat Samachar (Gujarati Language)
d	Times of India (Delhi editions)	d	Divya Bhaskar (Gujarati Language)
e	Times of India (Bangalore editions)	e	Dainik Bhaskar (Hindi Language)
f	Times of India (Chennai editions)	f	Dainik Jagran (Hindi Language)
g	Times of India (Kolkata editions)	g	Vijay Karnataka (Kannada Language)
h	Times of India (Hyderabad editions)	h	Prajavani (Kannada Language)
i	Times of India (Pune editions)	i	Malayala Manorama (Malayalam Language)
j	The Jammu edition of Excelsior	j	Sakal (Marathi Language)
k	Deccan Chronicle (Hyderabad editions)	k	Lokmat (Marathi Language)
l	Deccan Chronicle (Chennai editions)	l	Jagbani (Punjabi Language)
m	The Jammu edition of State Times	m	Ajit (Punjabi Language)
n	The Chennai edition of The Hindu	n	Prameya (Odia Language)
o	The Jammu edition of Early Times	o	Dharitri (Odia Language)
p	The Jammu edition of Journey Line	p	Daily Thanthi (Tamil Language)
q	The Samba edition of State Vision	q	Dinakaran (Tamil Language)
r	The Kolkata edition of The Statesman	r	Telugu Jaatiya Dina Patrika Vaartha (Telugu Language)
s	The Jammu edition of The Northlines	s	Sakshi (Telugu Language)
t	The Delhi edition of The Impressive Times	t	Quami Tanzeem (Urdu Language)
u	The Delhi edition of the Indian Express	u	Tamil - Irshaad (Urdu Language)
v	The Telegraph		
2	<i>Business/ Financial News Dailies</i>		
a	Economic Times		
b	Business Standard		
c	Livemint		
d	Financial Express		
e	Hindu Business Line		

II		Digital/ Online News Sources	
1	<i>Digital versions of Indian Newspapers as stated above at Serial No. (I)</i>	4	<i>News Channels</i>
		A	<u>English Business News Channels</u>
2	<i>Business News Parameters</i>	a	CNBC TV-18
a	Bloomberg	b	ET Now
b	BQ Prime	c	NDTV Profit
c	Money Control		
d	Business Today	B	<u>Other Business News Channels</u>
e	Business World	a	CNBC Awaaz
f	Reuters	b	ET Swadesh
g	Reuters India	c	Zee Business
h	Press Trust of India	d	CNBC Bazaar
3	<i>International Media</i>	5	<i>Social Media to be excluded*</i>
a	<u>United States of America:-</u> - Wall Street Journal; and - Financial Times for United States of America.	a	Whatsapp, X (Twitter), Instagram, Facebook, Telegram etc.
b	<u>Singapore:-</u> - Business Times (local newspaper); and - Financial Times for Singapore.		*The Social media handles of identified news sources will be included.
c	<u>United Kingdom:-</u> - Financial Times for United Kingdom		

Note:

b) Appendix-1 is subject to update/modify/change as may be updated by Industry Standard Forum and as per the list provided on yearly basis by Office of the Registrar of Newspapers for India (RNI).

c) Authorized Person can update/modify/change this Appendix-1 from time to time.

Document History

Approved by	Board of Directors
Version 1.0	May 19, 2016
Version 2.0	November 07, 2024
Version 3.0	February 12, 2026