



GUFIC BIOSCIENCES LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR
INFORMATION**

(Amended on 11.08.2023)

PREAMBLE:

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of Gufic Biosciences Limited (“**Gufic**”/ “**the Company**”) has adopted the following policy on determination of materiality of events/ information.

DEFINITION:

- “**Board**” means the Board of Directors of the Company.
- “**SEBI Listing Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As amended from time to time)
- “**Policy**” means this policy, as amended from time to time.
- “**Stock Exchange(s)**” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

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

OBJECTIVE:

The objective of this policy is to lay down the criteria for identification/ determination of material events/information that shall be disclosed to Stock Exchanges and designate persons authorized to determine materiality and disclosure.

APPLICABILITY:

This Policy applies to:

- a. Events specified in Para A of Part A of Schedule III of the SEBI Listing Regulations;

- b. Events specified in Para B of Part A of Schedule III of the SEBI Listing Regulations based on application of the guidelines of materiality specified in this Policy; and
- c. In the opinion of the Board of the Company, events or information is considered material which are not covered in aforesaid Para A and Para B.

EVENTS/INFORMATION DEEMED TO BE MATERIAL:

Para A of Part A of Schedule III of the SEBI Listing Regulations prescribes list of events/information, which are deemed material and as and when such events/information takes place, the Company shall promptly disclose the same to the Stock Exchanges within the prescribed time.

EVENTS/INFORMATION FOR WHICH MATERIALITY TO BE DETERMINED:

Para B of Part A of Schedule III of the SEBI Listing Regulations prescribes list of events/information which shall be disclosed upon application of criteria for determination of materiality as laid down in Regulation 30 (4) of SEBI Listing Regulations and reproduced below:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of an event or information is likely to result in significant market reaction on Company's securities, if the said omission came to light at a later date; or
- (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. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

- (d) In case where the criteria specified in (a) or (b) or (c) above are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the event / information. In some cases, inter-alia including disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations, if the materiality thresholds as prescribed above cannot be applied, the Chief Executive Officer/Chief Financial Officer of the Company, in consultation with the Board of Directors, if required, in such cases, shall frame their opinion on a case to case basis, based on specific facts and circumstances relating to the information / event.

PERSONS AUTHORISED TO DETERMINE MATERIALITY:

The Board of Directors of the Company have authorised the Chief Executive Officer and Chief Financial Officer both jointly to determine materiality of event or information that has taken place, for the purpose of making disclosure to the Stock Exchanges.

The respective Heads of the Department (Designated Officers) who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Chief Executive Officer and Chief Financial Officer (CFO) of the Company (hereafter referred as "key managerial personnel") any event / information which is material as defined in this policy or of which Designated Officer is unsure as to its materiality. The Company Secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

On receipt of a communication of a potential material event / information, the key managerial personnel shall:

- i. Review the event / information and take necessary steps to verify its accuracy;
- ii. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations under this policy and take necessary actions as mentioned in this policy.

If the key managerial personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

DISCLOSURE REQUIREMENTS:

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

- a. thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;
- 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.

The above clauses shall not be applicable to disclosure with respect to events for which timelines have been specified in Part A of Schedule III and it shall be made within such timelines as specified.

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

The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of SEBI Listing Regulations, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

In case an event or information is required to be disclosed by the Company in terms of the provisions of SEBI Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

SCOPE AND LIMITATION:

In the event of any conflict between the provisions of this Policy and the Regulations or any other statutory enactments, the statutory enactments and Regulations shall prevail over this Policy.

WEBSITE:

This Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under the SEBI Listing Regulations and further that such disclosures shall be made available on the website of the Company for a period of at least five years thereafter.

COMMUNICATION AND DISSEMINATION OF THE POLICY:

This policy after duly approved by the Board of Directors shall be notified and communicated to all the employees/ functional head of respective departments of the Company. For all the Employees and Directors, whether existing or new, a copy of this Policy shall be posted on the Website of the Company.

AMENDMENTS AND UPDATES:

The Board of Directors may amend this Policy from time to time as may be required to comply with the applicable laws and Regulations.