



## **POLICY FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION**

### **1. Preamble**

**The Board of Directors (the “Board”) of BAFNA PHARMACEUTICALS LIMITED ( the “Company”) has adopted the following policy (the “Policy”) and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.**

**This Policy will be applicable to the Company with effect from 1 December, 2015 and is in accordance with the terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”/“SEBI LODR,2015”/“Listing Regulations”)and the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 (“SEBI Circular”). This Regulation also requires that every listed company should have a policy for determining the materiality of the information to be published and designate one or more Key Managerial Personnel of the Company to determine the materiality of the information and provide his contact details to the stock exchanges**

### **2. Scope and Objective of the Policy**

**To determine the events and information which in the opinion of the Board are Material and needs to be disclosed to the Stock Exchanges as per the time span hitherto defined.**

**The purpose of this documents to present a high level policy statement for Bafna Pharmaceuticals Limited (BPL) regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**The policy is intended to define BPL’s policy on disclosure of events/ information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in BPL in making decisions and undertaking regarding its responsibility about making public such events/information which may materially affect the performance of the company and thereby the share prices of the Company.**

**The policy is framed for the purpose of systematic identification, categorization, review, disclosure and updation of website the details of information / events which are considered material or not but which may have a bearing on the performance of the Company and which may materially affect the share prices of the company.**

### **3. Definitions**

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI's LODR, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

**"Audit Committee or Committee"** means Audit Committee constituted by the Board of Director of the Company, from time to time under provisions of SEBI LODR, 2015, RBI Act and/or the Companies Act, 2013.

**"Board of Directors or Board"** means the Board of Directors of Bafna Pharmaceuticals Limited, as constituted from time to time.

**"Independent Director"** means a director of the Company, who satisfies the criteria of Independence under the Companies Act, 2013 and SEBI's LODR, 2015 entered with the Stock Exchanges.

**"Company"** means BAFNA PHARMACEUTICALS LIMITED

**"Policy"** means Policy on Disclosure of Material Events.

**"Material Events"** are those that are specified in Para A of Part A of Schedule III of the LODR.

**"Other Events"** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III.

**"LODR"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**"Key Managerial Personnel" (KMP)** of the Company includes Managing / Whole-time Directors, Chief Financial Officer and Company Secretary.

**"Subsidiary"** shall means Subsidiary Company as defined under the Companies Act, 2013 and rules made thereunder.

### **4. Authority for determination of Materiality of events / information**

The Key Managerial Personnel are hereby jointly and severally authorized to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

### **5. Material Events Specified By The Regulations**

#### **Category: A**

The events which shall be disclosed without any application of test of materiality for materiality as specified in the Regulation 30 (4):

**The events specified under Para A of Part A of Schedule III of the Regulations (Annexure-I) need to be disclosed to the stock exchanges, without applying the test of materiality, within 24 hours of happening of the events or availability of the information or decision of the Board (except item '4' which needs to be disclosed within 30 minutes of close of meeting).**

**If the Company is not in a position to inform the stock exchange within 24 hours of the happening of the events or availability of the information or decision of the Board, the Company shall inform the stock exchange as soon as it is possible with an explanation for the delay in disclosing the said information.**

**Category: B**

**The events which shall be disclosed upon application the test of materiality as specified in the Regulation 30 (4):**

**The events specified under Para B of Part A of Schedule III of the Regulations (Annexure II) shall be disclosed to the stock exchanges if they are considered to be material up on application of the test of materiality.**

**These material events need to be disclosed to the stock exchanges within 3 working days of happening of the events or availability of the information or decision of the Board.**

**Category: C**

**Any other information / event viz., major development that is likely to affect business, e.g., emergence of any 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.**

**Such information shall be disclosed to the stock exchanges as soon as it is possible when the necessary information is ready to be publicised.**

**6. Criteria for disclosure of events / information**

**The guidelines to be used by the Company to determine whether an event is material or not as per the requirements of Para B of Part A of Schedule III, read with Regulation 30(4), of LODR is as follows:**

- 1. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly.**
- 2. The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;**
- 3. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material.**

**7. Authority for determination of Materiality of events / information**

The Key Managerial Personnel are hereby jointly and severally authorized to determine whether the event / information is material or not and in turn about its time line for disclosure based on the category of information as specified above to the stock exchanges, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

**8. Website Updation / Updates to stock exchanges**

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The Compliance Officer, of the Company, shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

**9. Disclosure of events / information on Subsidiaries**

The KMPs of the company jointly and severally in consultation with the Board of Directors shall disclose such events / information about its subsidiary which are considered material in nature and whose disclosure is likely to materially affect the share prices of the Company.

**10. Authorization to KMPs to suo moto accept / deny reported event or information**

The Key Managerial Personnel are hereby jointly and severally authorized to suo moto accept / deny any report event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means. They 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. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

**11. Compliance Officer**

The Compliance Officer for the Purpose of complying with the provisions of LODR, 2015 shall be the Company Secretary of the Company.

**12. Policy Review**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.