



CORAL LABORATORIES LTD

Policy for Determination of Materiality

[Pursuant to Regulation 30(4) (ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]



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1. PREFACE

Coral Laboratories Limited (“CLL”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company’s securities are listed on BSE Limited (“BSE”). This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of CLL, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors at the Board Meeting held on February, 5th 2019 approved the revised “Policy for Determination of Materiality of Events or Information”.

The Board shall review, and if found required, may amend this Policy from time to time.

2. OBJECTIVE

The objectives of this Policy are as follows:

- a. To serve as a guiding charter to the management to ensure that timely and adequate disclosure of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. To ensure that the information disclosed by the Company is timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material / price sensitive information within the context of the Company’s disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.
- g. To enable investors to take well informed investment decisions with regard to the securities of the Company.



3. DEFINITION

“Act” shall mean the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or **“Board”** means the Board of Directors of Coral Laboratories Limited, as constituted from time to time.

“Company” means Coral Laboratories Limited

“Key Managerial Personnel” mean key managerial personnel as defined under subsection (51) of section 2 of the Companies Act, 2013.

“Material Event” or **“Material Information”** shall mean such event or information as set out in the annexure to this policy or Schedule or as may be determined in terms of Clause 3 of this Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly;

“Policy” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time;

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued there under, including any modifications, clarifications, circulars or re-enactment thereof;

“Schedule” means Schedule III of the Listing Regulations;

“Stock Exchange(s)” means BSE Limited and National Stock exchange of India Limited (NSE), where the equity shares of the Company are listed.

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

4. DISCLOSURE OF EVENTS OR INFORMATION

This Disclosure Policy is applicable to all disclosures and communication of Material Events or Information by the Company, which in the opinion of the Board of Directors of the Company, is material.

SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 broadly divide the events that need to be disclosed along with the time within which it must be disclosed in the following categories.

1. Events listed in Para A of Part A of Schedule III of the Listing Regulations, as set out in **Annexure ‘A’** to this Policy are deemed to be material events and shall be mandatorily disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty



four hours from the occurrence of such event, i.e. without applying any test of materiality.

2. Events listed in Sub-Para 4 of Para A of Part A of Schedule III of the Listing Regulations, as set out in **Annexure 'B'** to this Policy are deemed to be material events and as such shall be mandatorily disclosed by the Company to the Stock Exchanges within 30 minutes of the conclusion of the Board Meeting.
3. Events listed in Para B of Part A of Schedule III of the Listing Regulations, as set out in **Annexure 'C'** to this Policy shall be disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, subject to application of the guidelines for materiality.
4. Where an event occurs or is available with the Company, which does not form part of Annexure 'A' or Annexure 'B' or Annexure 'C' as above, but is likely to have a material impact on the Company, the Company shall endeavour to make adequate disclosures in this regard.
5. Events specified in **Annexure 'D'** shall require disclosure if the event or information viz major development that is likely to affect business.
6. Such other information as may be specified by SEBI, from time to time.

In case there is a delay in disclosing the material event/information to the Stock Exchanges, in terms of this Policy, the Company shall provide appropriate explanation for such delay.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The following guidelines are to be considered for determining materiality of events or information.

1. Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly.
2. 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 specified 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.

6. AUTHORITY TO DETERMINE MATERIALITY OF ANY EVENT/INFORMATION

The Managing Director of the Company has been authorized by the Board to determine whether or not an event/ information could be considered as material for the purpose of disclosing it to the Stock Exchange(s).



Further, for administrative convenience, the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, has been authorized by the Board to disclose details of material events/ information, to Stock Exchanges and to respond to any queries that may be raised by the Stock Exchanges in respect thereof. Further, the Managing Director or the Chief Financial Officer has been authorized by the Board, to interact or communicate with the Press or Analysts or Institutional Investors, on any matter relating to or arising out of a material event / information, after the same has been disclosed to the Stock Exchanges and hosted on the website of the Company.

7. OTHER PROVISIONS RELATING TO DISCLOSURES

The Company shall in respect of disclosures made under the Listing Regulations make disclosures updating material development on a regular basis to the Stock Exchanges, till such time the event is resolved / closed, with relevant explanations.

The Company shall upload on its website all such events/ information and host the same for a minimum period of 5 years, after which, the said information will be archived as per its Archival Policy.

In case of any amendments to the disclosures already made by the Company or those uploaded on its website, the Company shall disclose/ upload the amended content, in terms of this Policy.

The Company shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any material events or information provided that the Stock Exchanges shall disseminate information and clarification as soon as reasonably practicable.

8. UNINTENDED OR INADVERTANT DISCLOSURES

In the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to such un intended or inadvertent disclosures.

9. REVIEW OF THE POLICY

This policy shall be subject to review/amendment as may be deemed necessary by the Board of Directors primarily to comply with any regulatory amendment(s) or statutory modification(s) to the Listing Regulations or any other Act/Law/Regulations.



Annexure - A

The following events / information listed in Para A of Part A of Schedule III of the Listing Regulations shall be mandatorily disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, i.e. without applying any test of materiality.

SR. NO.	EVENTS REQUIRING DISCLOSURE
(i)	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 listed entity or any other restructuring. Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,- <ul style="list-style-type: none"> (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 - <ul style="list-style-type: none"> (a) the listed entity 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 made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
(ii)	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.
(iii)	Revision in Rating(s).
(iv)	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.
(v)	Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
(vi)	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
(vii)	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
(viii)	Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities: <ul style="list-style-type: none"> a) Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges. b) The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided. c) The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (a) above.
(ix)	Appointment or discontinuation of share transfer agent.
(x)	Corporate debt restructuring.
(xi)	One time settlement with a bank.



SR. NO.	EVENTS REQUIRING DISCLOSURE
(xii)	Reference to BIFR and winding-up petition filed by any party / creditors.
(xiii)	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 listed entity.
(xiv)	Proceedings of Annual and extraordinary general meetings of the listed entity.
(xv)	Amendments to memorandum and articles of association of listed entity, in brief.
(xvi)	Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;



Annexure - B

The following Events/Information listed in Sub-Para 4 of Para A of Part A of Schedule III of the Listing Regulations are deemed to be material events and as such shall be mandatorily disclosed by the Company to the Stock Exchanges within 30 minutes of the conclusion of the Board Meeting.

SR. NO.	EVENTS REQUIRING DISCLOSURE
(i)	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;
(ii)	Any cancellation of dividend with reasons thereof.
(iii)	The decision on buyback of securities.
(iv)	The decision with respect to fund raising proposed to be undertaken.
(v)	Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited / dispatched.
(vi)	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.
(vii)	Short Particulars Of Any Other Alterations Of Capital, Including Calls.
(viii)	Financial results.
(ix)	Decision on voluntary delisting by the listed entity from stock exchange(s).



Annexure - C

The following events / information listed in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed by the Company to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, subject to application of the criteria as prescribed in point no 6 of this Policy to determine, whether such event is material or not.

SR. NO.	EVENTS REQUIRING DISCLOSURE
(i)	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
(ii)	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).
(iii)	Capacity addition or product launch.
(iv)	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
(v)	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.
(vi)	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
(vii)	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
(viii)	Litigation(s) / dispute(s) / regulatory action(s) with impact.
(ix)	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
(x)	Options to purchase securities including any ESOP/ESPS Scheme.
(xi)	Giving of guarantees or indemnity or becoming a surety for any third party.
(xii)	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Annexure - D

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.