1. **POLICY FOR DETERMNATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES**

**Preamble:**

As per Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), a listed entity is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in Regulation 30 of the said Regulations and the same is also required to be disclosed on the Company’s website.

Accordingly, this policy for determination of ‘material’ events or information and disclosure of the same to the Stock Exchanges on which the Equity Shares of the Company are listed (BSE ) was framed and was approved at the Board Meeting of the Company held on February 09, 2016.

**Criteria for determination of materiality of event /information:**

Following are the criteria:

1. An omission of an event or information, which is likely to result in discontinuity or alteration of event or information about the Company already available publicly;
2. An omission of an event or information which would be 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 in a) and b) are not applicable, an event/ information may be treated as being material if in the opinion of the Board, the event or information is considered material.

**Material Events/ Information:**

1. **Following are the indicative list of ‘material events’ in terms of Para A of Part A of Schedule III of the Regulation (Disclosure to be made without any application of the aforesaid criteria):**

1. Acquisition(s), Scheme of Arrangement or sale or disposal of any unit(s), division(s) or subsidiary or other restructuring.
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 credit rating(s).
4. Outcome of meeting of Board held to consider the following:
5. 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;
6. Any cancellation of dividend with reasons thereof;
7. Decision on buy back of securities;
8. Decision with respect to fund raising proposed to be undertaken.
9. Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
10. 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;
11. Short particulars of any other alterations of capital, including *calls;*
12. *Financial results;*
13. *Decision on voluntary delisting by the listed entity form stock exchange(s).*
14. Binding Agreements [viz. shareholder agreement(s), joint venture agreement(s), family settlement(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 not in the normal course of business, revision(s) or amendment(s) and termination(s) thereof.
15. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of KMP or promoter.
16. Change in directors, KMP Auditor and Compliance Officer.
17. Appointment or discontinuation of share transfer agent.
18. Corporate debt restructuring.
19. one time settlement with a bank.
20. Reference to BIFR and winding up petition filed by any Party/ creditors.
21. Issuance of notice, 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.
22. Proceedings of annual and extraordinary general meetings of the listed entity.
23. Amendments to Memorandum and Articles of Associations of listed entity, in brief.
24. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;
25. **Following is the indicative list of ‘material events’ in terms of Para B of Part A of Schedule III of the Regulations. Disclosure to be made by application of following criteria;**

**Criteria of threshold limit:**

An event/ information shall be considered material where the impact or potential impact Of such event/ information can be estimated and such estimate exceeds the lower of **10%** of the net turnover to revenue or **10%** of the net worth of the Company based on the last available audited consolidated financial statements of the Company. If the impact/ potential impact of the event/ information cannot be reasonably estimated the final decision with regard to materiality of an event would vest in the key Managerial Personnel so authorized by the Board of Directors herein.

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/
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 revisions or amendments or termination(s) thereof.
6. Disruption of operations any one or more units or division of the listed entity due to natural calamity, force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) dispute/regulatory action(s) with impact.
9. Fraud/ defaults etc. by directors (other than KMP) or employees of listed entity.
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.

**Disclosures to the Stock Exchanges under Regulation 30:**

1. Disclosure shall be made to the Stock Exchange(s) upon the occurrence of any of the above ‘material events’. The disclosure shall be made as soon as possible, but not later than twenty-four hours from the occurrence of the event or information (before they are made public). In case of delay of such disclosure, explanations for the delay shall be provided.
2. The events or information specified under the ‘outcome of meeting of the Board’ (included in Para A of Part A of Schedule III specified above) shall be disclosed within thirty minutes of the conclusion of the said Board Meeting.
3. The event or information referred to in Para A of Part A of Schedule III of the Regulations, shall be disclosed without any application of the criteria for materiality as specified above. The event or information referred to in Para B of Part A of Schedule III of the Regulations, shall be disclosed upon application of the criteria for materiality.
4. In respect of the disclosures made above, the Company shall provide updates of material developments on a regular basis, till such time the event is resolved/ closed with relevant explanations.
5. In addition to the above mentioned ‘material events’, if in the opinion of the Board, any event or information is considered material, the same shall be disclosed to the Stock Exchanges.
6. The company shall also disclose all events or information with respect to the subsidiaries which are material for the company.

**Authority for making Disclosures:**

The Board has authorized Key Managerial Personnel of the Company, viz. the Managing Director or CFO or company secretary or all or any of them, to determine the materiality of event or information which would qualify for disclosure under Regulation 30. The contact details of the authorized personnel(s) shall also be disclosed to the Stock Exchange(s) and

Once ‘materiality of the event’ is finalized, the authorized personnel(s) shall decide and finalize the information to be provided in the proposed disclosure to be filed with the Stock Exchanges.

The disclosure as finalized shall be submitted to the Stock Exchanges by any of the authorized personnel and thereafter the disclosure shall be uploaded on the website of the Company. The disclosure shall be uploaded on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company**.**

**Amendment:**

The Board reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with these Regulations or any law for the time being in force.

1. **POLICY ON PRESERVATION OF DOCUMENTS**
2. **PREAMBLE:**

Regulation 9 of Securities and Exchanges Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘’Regulations’’] requires every listed company to have a policy on Preservation of Documents / records maintained by the Company either in Physical Mode or Electronic Mode.

1. **SCOPE:**

This policy shall govern the maintenance and preservation of documents as per applicable statutory and regulatory requirements.

1. **OBJECTIVE OF THE POLICY**

The main objective of this policy is to ensure that all the statutory documents are preserved in compliance with the Regulations and as per Policy framed in compliance with the Regulations and to ensure that the records no longer needed or which are of no value are discarded after following due process for the same.

The major objectives of the policy are:

To identify records to be maintained either for a period of eight years or permanently and to decide the mode of preserving the documents, whether in physical form or in electronic form and the procedure to destroy the documents after eight years or other applicable period.

1. **DEFINATIONS:**

**‘’Act’’** means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

**‘’Board of Directors’’** or **‘’Board’’** means the collective body of the Directors of the Company.

**‘’Company ‘’, ‘’This Company’’, ‘’The Company’’,** wherever occur in the policy shall mean ‘’Cadila Healthcare limited ‘’.

**‘’Current‘’** means running matter or whatever is at present in course of passage.

‘’Electronic Form’’ means any contemporaneous electronic device such as computer, laptop, compact disc, Floppy disc, space on electronic cloud, or any other form of storage and retrieval device , considered feasible, whether the same is in possession or control of the company or otherwise the Company has control over access to it.

**‘’Maintenance’’** means keeping documents, either physically or in electronic from.

**‘’Policy’’ or ‘’This Policy’’** means, ‘’Policy on Preservation of Documents’’.

**‘’Preservation’’** means to keep the documents preventing them from being altered, damaged or destroyed.

**‘’Register ‘’** means a register maintained under the Companies Act, 2013 or the SEBI Act.

**‘’Regulations’’** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

1. **INTERPRETATION:**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. **GUIDELINES:**

The Company has classified the preservation of documents to be done in the following manner:

1. Documents that need to be preserved and retained permanently;
2. Documents that need to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or Regulations;
3. Documents that need to be preserved and retained for such period as prescribed under any statute or regulation as applicable to the Company;
4. Where there is no such requirement as per applicable law, then such period as the document pertains to a matter which is ‘’Current’’.

An indicative list of the documents and the time-frame of their preservation is provided in **Annexure – A.**

1. **MODES OF PRESERVATION:**

The Documents may be preserved in Physical or Electronic Form

The official of the Company who is required to preserve the document shall be Authorised person who is generally expected to observe the compliance of statutory requirements as per applicable law.

The preservation of documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the documents.

The preserved documents must be accessible at all reasonable times. Access may be controlled by the concerned Authorised Person with preservation, so as to ensure integrity of the Documents and to prohibit unauthorized access.

**Destruction of Documents:**

The documents of the Company which are no longer required as per the time schedule prescribed in the **Annexure A** may be destroyed. The concerned officer may direct employees in change from time to time to destroy the documents which are no longer required as per the documents Preservation Schedule given under **Annexure A.** The details of the documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing of the documents in the format prescribed at **Annexure B.** The entries in the register shall be authenticated by the Authorised Person.

1. **POLICY REVIEW:**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

1. **AMENDMENT:**

The Board shall have power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy according to subsequent modification(s) / amendments(s) to Regulations.

**ANNEXURE – A**

Indicative List

1. **PERMANENT PRESERVATION:**
2. Common Seal,
3. Statutory register,
4. License and permissions,
5. Statutory Forms and disclosures except for routine compliance,
6. Scrutinizers’ Report,
7. Register of Members and
8. Index of Membners.
9. **TEMPORARY PRESERVATION UPTO 8 YEARS:**
10. Annual Return,
11. Board Agenda and supporting documents,
12. Attendance register,
13. Office copies of Notice of General Meeting and related papers,
14. Office copies of Notice of Board Meeting / Committee Meeting, Notes on Agenda and other related papers,
15. All notices pertaining to disclosure of interest of directors,
16. Instrument creating a charges or modification,
17. Books of accounts, financial statements etc. and
18. Register of debenture holders or any other security holder.
19. **OTHERS:**

As per applicable law.

**ANNEXURE – B**

**Specimen format of the register of documents disposed-off / destroyed**

|  |  |  |
| --- | --- | --- |
| PARTICULARS OF DOCUMENT ALONG WITH PROVISION OF LAW | DATE AND MODE OF DESTRUCTION | INTIALS OF THED AUTHORISED PERSON |
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