

FERMENTA BIOTECH LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT / INFORMATION

[Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(With effect from October 17, 2019, name of the Company has been changed from DIL Limited to Fermenta Biotech Limited.
Reprinted with new name after October 17, 2019.)



1. Introduction:

Pursuant to the provisions of Clause (ii) of sub-regulation (4) of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be re-enacted or amended from time to time (Listing Regulations), the Company's Board of Directors has formulated and adopted this policy with regard to determination of materiality of events or information which are required to be disclosed to the Stock Exchanges ('Policy').

2. Effective Date:

The Policy is effective from December 01, 2015.

3. Definitions:

(i) "Act" means Companies Act, 2013 and rules framed there under.

(ii) "Company" means Fermenta Biotech Limited (CIN: L99999MH1951PLC008485).

(iii) "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Purpose of the Policy

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

5. Criteria for Identification of Materiality of events or information:

The criteria for determination of materiality of events/ information:

- (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 if the said omission came to light at a later date;
- (c) In case where the criteria specified in sub-clauses (a) and (b) 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. [Regulation 30(4)(c)]

- (d) Any other criteria as may be specified under the Listing Regulations from time to time and/or approved by the Board of Directors of the Company.

The Company Secretary will be responsible to determine the materiality of any such event or information subject to provisions of this Policy.

6. Disclosure of events or information:

- A. The following shall be deemed to be material events/information, upon occurrence of which the Company shall make disclosure to stock exchange(s):
- 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 Company or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean,-

- a. acquiring control, whether directly or indirectly; or,
- b. acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
- the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - 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. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
- a) 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;
- 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
- 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).
 - v. 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.
 - vi. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
 - vii. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 - viii. Appointment or discontinuation of share transfer agent.
 - ix. Corporate debt restructuring.
 - x. One time settlement with a bank.
 - xi. Reference to BIFR and winding-up petition filed by any party / creditors.
 - xii. 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.
 - xiii. Proceedings of Annual and extraordinary general meetings of the Company.
 - xiv. Amendments to memorandum and articles of association of the Company, in brief.
 - xv. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
 - xvi. Any other events/information as may be specified under the Listing Regulations from time to time and/or approved by the Board of Directors of the Company.
- B. The following events which shall be disclosed upon application of the guidelines for materiality referred in this Policy:
- 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 Company 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 Company
 - viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 - ix. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of the Company.
 - 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.
- C. The Company shall also disclose 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.

The events which has not been indicated in Para A or B of Part A of Schedule III of Listing Regulations, but which may have material effect on the Company shall also be disclosed. The Company shall also disclose all events or information with respect to subsidiaries which are material.

The Company Secretary will be responsible for the purpose of making disclosures to stock exchange(s) under this Policy.

7. Timelines for Disclosure:

- (i) The Disclosure of all events/information as specified above shall be made to the stock exchange(s) not later than 24 hours from the occurrence of such event or information. In case the disclosure is not made within 24 hours of occurrence of such event or information, explanation for delay shall be provided to the stock exchange along with such disclosure.
- (ii) In case of Clause 6 A (iv), the disclosure shall be made within 30 minutes of conclusion of the Board Meeting.

8. Website:

- (i) The Policy shall be disclosed on the website of the Company.
- (ii) The contact details of the Company Secretary shall be disclosed to the stock exchange(s) and as well as on the Company's website.

- (iii) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy/Listing Regulations, and such disclosures shall be hosted on the website of the Company for a minimum period of five years.

9. Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

10. Miscellaneous:

In the event of any conflict between the provisions of this Policy and the Listing Regulations, the provisions of such Listing Regulations shall prevail over this Policy.

For FERMENTA BIOTECH LIMITED



SANJAY BUCH
CHAIRMAN

