



Marksans Pharma Ltd.

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION AND DISCLOSURES

[Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Objective

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), requires every listed company, whose specified securities are listed on any recognized stock exchange(s) to frame a policy for determination of materiality (“Policy”), duly approved by the Board of Directors.

The objective of the policy for determination of materiality of event or information (“Policy”) is to ensure adequate and timely information which are considered material to the investors to enable them to take informed decision to buy, sell or hold equity shares and other securities of Marksans Pharma Limited (the Company) and for its disclosure to the stock exchange(s) within the applicable timelines or where such information is likely to have significant effect on the market price of the Company’s equity shares or other securities.

Definition

“Company” means Marksans Pharma Limited.

“Mainstream Media” shall cover specific news sources as specified by SEBI from time to time.

“Material Events/Information” means events/information determined based on application of the guidelines for materiality referred herein below under the heading **Materiality of Events or Information**.

“Normal Trading Hours” shall mean time period for which the recognized stock exchanges are open for trading for all investors.

“Policy” means the policy for determination of materiality / material events or information.

“Relevant Employees” shall include all the Senior Management Personnel including each departmental functional head of the Company, and such other officials / employees as may be identified by the Authorized Persons (defined herein under) from time to time.

Authorized Persons

The Managing Director, Chief Financial Officer and the Company Secretary of the Company are authorized, individually or jointly, to determine the materiality of an event or information on case to case basis for the purpose of disclosure and for making disclosure of such material events or information in accordance with this Policy.



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Materiality of Events or Information

The authorized persons shall consider the following criteria for determination of materiality of an event or information:

1. If omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. If 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; or
3. If the omission of an event or information whose value or the expected impact in terms of value, exceeds the lower of the following ("Materiality Threshold"):
 - 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.
4. In case where the criteria specified in points (1), (2) and (3) above is not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material.

Mechanism for Identifying and Reporting Potential Material Event/Information by Relevant Employees

On identification or becoming aware or receipt of potential Material Event / Information based on application of the criteria mentioned herein above under the heading **Materiality of Events or Information**, the Relevant Employees shall immediately send an email with necessary details to the Company Secretary at harshavardhan@marksanspharma.com to enable him to intimate the material events/information to the stock exchanges as per the timelines stated in point 1 below. It is to be noted that before intimation of the events/information to the stock exchanges, the same will be recorded in the structured digital database maintained as stated herein below with date and time stamp.

Disclosure of material events or information

With respect to disclosure of material events or information, the Company shall follow the following guidelines:

1. The Company shall make disclosure of any event or information which are material in accordance with the Policy as soon as reasonably possible and in any case not later than the following:
 - i. 30 minutes from the closure of the meeting of the Board of Directors of the Company in which the decision pertaining to the event or information has been taken.

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board meeting.



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Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii. 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.

Provided further that in case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall provide an explanation for the delay along with such disclosure(s).

- 2. Any other event/information 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.
- 3. May disclose events or information reported in Mainstream Media which is not general in nature and which indicates a rumor of an impending specific event or information, in case there is Material Price Movement as soon as reasonably possible but in any case not later than 24 hours from the trigger of Material Price Movement.
- 4. Without prejudice to the generality of above, the Company may make disclosures of event/information as specified by the Board from time to time.
- 5. The disclosure of the events or information shall first be made to the stock exchanges where the Company's securities are listed and disclosure shall be made in accordance with the timeline specified in point 1.
- 6. The Company shall, with respect to disclosures referred to in this policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed.
- 7. All the events/information disclosed under this policy shall be displayed and hosted on the Company's website for such period as per the archival policy of the Company.



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The Company will adhere to highest standards with regard to the implementation of this policy. The Compliance Officer of the Company shall have overall responsibility of implementing the policy and shall take internal/external approvals, wherever necessary.

This policy will be reviewed from time to time so that the policy remains complied with the applicable legal requirements. The Compliance Officer will keep the policy updated as per applicable statutory guidelines. As reviewed and approved by the Board of Directors at its meeting held on February 11, 2025.
