

# **POLICY ON DETERMINATION AND DISCLOSURE OF MATERIAL EVENTS / INFORMATION**

**(PURSUANT TO REGULATION 30 OF SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS),  
REGULATIONS 2015**

**(LISTING REGULATIONS))**



## **SUNIL HEALTHCARE LIMITED**

**(A WHO-GMP Certified Company)**

**Reg. Office: 38E/252A, Vijay Tower, Shahpurjat, New Delhi**

**Plant & works: 17/18, Old Industrial Area, Alwar**

**CIN No: L24302DL1973PLC189662**

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## POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

### (PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 (LISTING REGULATIONS))

#### Statutory Mandate

Sunil Healthcare limited (the Company) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company's securities are listed on the BSE Limited (BSE) and Calcutta Stock Exchange Limited (CSE) and the Company must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations). The Listing Regulations is effective from December 1, 2015. Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to its stakeholders. It is in this context that the Policy on Determination of Materiality for Disclosure(s) ("Policy") is being framed and implemented.

The Board of Directors (The "Board") of SUNIL HEALTHCARE LIMITED (the "Company") has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time. This Policy will be applicable to the Company with effect from 1 December, 2015 in terms of Clause 30 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

#### Policy Object & Scope

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 Sunil Healthcare Limited (SHL) regarding disclosure of material events / information in accordance with the provisions of regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (LODR)

The policy is intended to define SHLs policy on disclosure of events / information and to provide guidance to the Board of Directors, KMPs and other executives and staff working in SHL 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 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.

#### Definitions

- a. **"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
- b. **"Board of Directors or Board"** means the Board of Directors of SUNIL HEALTHCARE LIMITED, as constituted from time to time.
- c. **"Company"** Means Sunil Healthcare Limited a Company incorporated under the Companies Act, 1956.

- d. **"Compliance Office"** shall mean Company Secretary of the Company.
- e. **"Independent Director"** Means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.
- f. **"Policy"** Means Policy on Determine & Disclosure of Material Events & Information.
- g. **"Material Events"** are those that are specified in Para A of Part A of Schedule III of the LODR.
- h. **"Other Events"** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation(4).
- i. **"LODR"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- j. **"Key Managerial Personnel"** (KMP) of the Company includes Managing / Whole-time Directors, Manager/ Chief Executive Officer, Chief Financial Officer and Company Secretary, who may be authorised individually or collectively to disclose events to Stock Exchange.
- k. **"Promoter"** means as assigned to the term in clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- l. **"Securities"** means such securities as defined in section 2(h) of Securities Contracts (Regulation) Act, 1956;
- m. **"Stock exchange"** means the stock exchanges where the Securities of the Company are listed;

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

## **Policy**

Based on the recommendation of the Audit Committee of Directors or suo moto the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which needs to be disclosed to the stock exchanges as per the time specified.

## **Type of Information**

The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "Material information") that the company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality. Events or information that is to be disclosed based on materiality principle are specified in Annexure 1 to this Policy.

Events or information that is to be disclosed without any application of the guidelines for materiality are specified in Annexure 2 to this Policy.

## **Criteria for disclosure of events / information**

- a. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly
- 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 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

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

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Finance Office / Vice President (Finance) and the Company Secretary are hereby jointly and severally authorised 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.

### **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

### **Person Responsible for disclosure**

The Board of Directors of the Company has authorised the Chief Financial Officer and Company Secretary (Authorised Persons) in consultation with the Managing Director to determine the materiality of an event or information and to make appropriate disclosure to Stock Exchange on a timely basis under Regulation 30 (5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The Authorised Persons are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he/she may deem fit. The details of above authorised persons are as under:-

<b>Designation</b>	<b>Contact Detail</b>
Chief Financial Officer	Tel:-011-49435555 Email :-cfo@sunilhealthcare.com
AGM Legal cum Company Secretary	Tel:-011-49435555 Email :-virendra.garg@sunilhealthcare.com cs@sunilhealthcare.com

### **Guidance on Timing of an Event or Information**

The Company may be confronted with the question as to when an event/information can be said to have occurred. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, the answer to the above question would depend upon the timing when the Company became aware of the event/information. In the former, the events/information (based on the facts and circumstances), can probably be said to have occurred upon receipt of approval of Board of Directors.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Disclosure(s) as required under the Listing Regulations will be made within 30 minutes of the conclusion of the Board Meeting or within 24 hours from the time the event occurred or the officer(s) becomes aware of the event or information, as applicable. Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the company shall, along with such disclosures provide explanation for delay.

### **Compliance Officer**

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

### **Policy Review and Amendment**

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. 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

### **Board's Approval**

This policy was approved by the Board of Directors at its meeting held on 6<sup>TH</sup> November, 2015 and shall be effective from 1<sup>st</sup> December, 2015.

## **Annexure 1**

### **Events or Information that are to be disclosed based on Materiality Guidelines Listed in the Policy**

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. Significant capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
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 revision(s) or amendment(s) or termination(s) thereof. (secured loan)
6. 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.
7. Significant impact on financial, operational, strategic or reputation arising out of change in the regulatory framework.
8. Significant litigation(s) / dispute (s) /regulatory action(s) with that impacts the financial, operational, strategic or reputation of the Company.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the company
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving significant guarantees or indemnity or becoming a surety for any third party.
12. Granting, Withdrawal, surrender, cancellation or suspension of key/material licenses or material regulatory approvals.
13. 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 account, 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.

## **Annexure 2**

### **Events or information that are to be disclosed without application of Materiality Guidelines listed in the Policy**

- 1 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,-

- 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
  - i. The company holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company, or;

- II. There has been a change in holding from the last disclosure made under sub-clause of clause (ii) of the Explanation to this sub-para and such change exceeds two percent of the total shareholding or voting rights in the said company.
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 exiting securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Revision in Rating(s) assigned from a credit rating agency
4. Outcome of Meeting 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 buy back 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 alternations of capital, including calls;
  - h. Financial results;
  - i. Decision on voluntary delisting by the Company from stock exchange(s).
5. 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.
6. Fraud/defaults by promoter or key managerial personnel or by the **listed entity** or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. 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.
13. Proceedings of Annual and extraordinary general meetings of the company.
14. Amendments to memorandum and articles of association of company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations of financial results made by the Company to analysts or institutional investors.