



POLICY FOR DETERMINATION OF MATERIALITY OF EVENT(S) OR INFORMATION

Legal Framework

This Policy for Determination of Materiality of Event(s) or Information is aimed at providing guidelines to the Management of Venmax Drugs and pharmaceuticals Ltd, to determine the materiality of any event(s) or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined) and public at large.

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 event(s) and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Event(s) or Information” the Board shall review, and if found required, may amend this Policy, from time to time.

This Policy will be applicable to the Company with effect from the Date of Listing i.e., March 30, 2026 and the updated versions of this policy will be uploaded on the website of the Company as and when the amendments are made in the said Regulation.

Objective

The Objective of this Policy is to serve as a Guiding Charter to the Management to ensure that timely and adequate disclosure of Event(s) or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable them to take well informed investment decisions with regard to the Securities of the Company.

The Policy is framed for the purpose of Systematic Identification, Categorization, Review, Disclosure and updating of website, the details of information / event(s) 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 Price of the Company.

Introduction

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications, and Circulars issued thereunder, as amended from time to time.

“**Act**” means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.

“**Board of Directors**” means the Board of Directors of the Company.

“**Company**” means Venmax Drugs and Pharmaceuticals Limited.

“**Key Managerial Personnel**” means Key Managerial Personnel as defined under Sub-section (51) of Section 2 of the Companies Act, 2013.

“**Listing Regulations**” or “**Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Policy**” means this Policy, as amended from time to time.

“**SEBI**” means the Securities and Exchange Board of India.

“Rules” means the Rules made under the Companies Act, 2013.

Event(s) which are deemed to be Material Event(s)

The Company shall disclose all such event(s)s which are specified in **Part – A** of this Policy, without any application of the Guidelines for Materiality, as provided in Sub-Regulation (4) of Regulation 30 of the Listing Regulations.

The Company shall first disclose to the Stock Exchange(s) of all event(s)(s), as specified in Part – A of this Policy, or information as soon as reasonably possible and not later than twenty-four hours from the occurrence of event(s) or information. Provided that in case the disclosure is made after twenty-four hours of occurrence of the event(s) or information, the Company shall, along with such disclosures provide explanation for delay. Provided further that disclosure with respect to event(s) specified in Sub-para 4 Part – A of this Policy, shall be made within thirty minutes of the conclusion of the Board Meeting.

The Company shall, with respect to disclosures referred to in this Regulation, make disclosures updating material developments on a regular basis, till such time the event(s) is resolved, with relevant explanations.

The Company shall disclose on its website all such event(s)(s) or information which has been disclosed to the Stock Exchange(s) under this Regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Listed Entity, as disclosed on its website. The Company shall disclose all event(s)(s) or information with respect to Subsidiaries which are material for the Listed Entity.

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Event(s) which are dependent on application of Guidelines for Materiality

The Company shall disclose all such Material Event(s) pertaining to itself or its Subsidiary(ies), specified in Part – B of this Policy, subject to application of Guidelines for Materiality.

Guidelines for Determining Materiality

- the omission of an event(s) or information, which is likely to result in discontinuity or alteration of event(s) or information already available publicly; or
- the omission of an event(s) or information is likely to result in significant market reaction if the said omission came to light, at a later date; or
- the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - (3) 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 listed entity;]

- In case where the criteria specified in above 3 sub-clauses is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

- Guidance on when an Event(s) / Information is deemed to be occurred

- The Event(s) / Information shall be said to have occurred upon receipt of approval of Board of Directors e.g., Further Issue of Capital by Rights Issuance and in certain Event(s) / Information, after receipt of approval of both i.e. Board of Directors and Shareholders;

- The Event(s) / Information that may be of price sensitive nature such as Declaration of Dividends etc., on receipt of approval of the event(s) by the Board of Directors, pending Shareholder's Approval.

- In the Event(s) / Information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the Event(s) / Information, or as soon as, an Officer of the Entity has, or ought to have reasonably come into possession of the information, in the course of the performance of his duties.

Authorize Key Managerial Personnel for the purpose of Determining Materiality of an Event(s) or Information and for the purpose of making disclosures to the Stock Exchange

The following KMPs are hereby severally authorized by the Board of Directors for the purpose of Determining Materiality of an Event(s) or Information, and for the purpose of making disclosures to the Stock Exchange(s) (“**Authorized Person(s)**”) and to suo-moto clarify / deny any report event(s) or information, which has been made public, by any means including but not limited to electronic means. They are further authorised to respond to the rumors amongst the general public, if such response will protect the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting:

- Chief Executive Officer
- Chief Financial Officer
- Company Secretary

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law, for the time being in force.

Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 or the Listing Regulations or any other Statutory Enactments or Rules, the provisions of Companies Act, 2013 / Listing Regulations or Statutory Enactments, Rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Dissemination

This Policy shall be hosted on the website of the Company at www.vemxdrugs.com .

Part – A: Disclosures of Event(s) or Information

The following shall be Event(s) / Information, upon occurrence of which Company shall make disclosure to the Stock Exchange(s):

A. Event(s) which shall be disclosed **without any application of the Guidelines for Materiality as specified in Sub-Regulation (4) of Regulation (30):**

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 Company or any other Restructuring.

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

- (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 –
 - a) the Company holds Shares or Voting Rights aggregating to Five Percent 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 Percent of the Total Shareholding or Voting Rights in the said Company.

2. Issuance or Forfeiture of Securities, Split or Consolidation of Shares, Buy-back 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.

3. Revision in Rating(s).

4. 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) Decision on Buy-back of Securities.
- d) 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.
- 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 the 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.

5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

6. Fraud / defaults by Promoter or Key Managerial Personnel or by the Company 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.

7A. In case of resignation of the auditor of the listed entity.

7B. Resignation of Independent Director including reasons for resignation.

7C. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed.

7D. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty-five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed.

8. Appointment or Discontinuation of Share Transfer Agent.

9. Resolution plan.

10. One Time Settlement with a Bank.

11. 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 Listed Entity.

13. Proceedings of Annual and Extra-ordinary General Meetings of the Listed Entity.

14. Amendments to Memorandum and Articles of Association of Listed Entity, in brief.

15. Schedule of Analyst or Institutional Investor Meeting and presentations on Financial Results made by the Company to Analysts or Institutional Investors.

16. Events in relation to the corporate insolvency resolution process as detailed in the Regulation.

17. Initiation of Forensic audit.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) search or seizure; or
- (b) re-opening of accounts under section 130 of the Companies Act, 2013; or
- (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;
along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

- (a) suspension;
- (b) imposition of fine or penalty;
- (c) settlement of proceedings;
- (d) debarment;
- (e) disqualification;
- (f) closure of operations;
- (g) sanctions imposed;
- (h) warning or caution; or
- (i) any other similar action(s) by whatever name called;
along with the following details pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.]

Part – B: Event(s) which shall be disclosed upon application of Guidelines for Materiality

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 / 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.
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 Event(s) such as strikes, lockouts etc.
7. Effect(s) arising out of change in the Regulatory Framework applicable to the Listed Entity.
8. Pendency of any Litigation(s) / Dispute(s) / Regulatory Action(s) with impact.
9. Fraud / defaults etc. by Directors (other than Key Managerial Personnel) 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 Licenses or Regulatory Approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority
