
MATERIALITY POLICY

Introduction:

This materiality policy (“Materiality Policy”) has been formulated to define the materiality policy for identification of group companies, outstanding litigations and outstanding dues to creditors in respect of Titan Biotech Limited (“Company”), pursuant to the disclosure requirements under Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) (“SEBI ICDR Regulations”), which states that the policy of materiality should be disclosed in the offer document.

1. Applicability

- 2.1. The board of directors of the Company (“**Board**”) has, at their meeting discussed and approved this Materiality Policy. This Materiality Policy shall be effective from the date of approval of policy by the Board.
- 2.2. In this Policy, the term “Offer Documents” shall mean the draft red herring prospectus, the red herring prospectus and the prospectus, including any amendments, supplements or corrigenda thereto, to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, the Registrar of Companies, and/or stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

All other capitalised terms not specifically defined in this Materiality Policy shall have the same meanings ascribed to such terms in the Offer Documents.

3. Identification of ‘Material’ Group Companies

3.1. Requirement

As per the SEBI ICDR Regulations, the term “Group Companies”, wherever they occur, shall include such companies as covered under the applicable accounting standards and also any other companies as considered material by the Board. The policy on materiality, as stated below, shall be disclosed in the Offer Documents.

3.2. Policy on materiality

For the purpose of disclosure in the Offer Documents, a company shall be considered “material” and will be disclosed as a “Group Company” in the Offer Documents,

- (i) if the company is disclosed as a related party in accordance with the Indian Accounting Standard 24, as may be applicable, in the standalone and consolidated financial statements of the Company for the last three financial years and any stub period (in respect of which financial statements are included in the relevant Offer Documents) (the “**Relevant Period**”);

- (ii) if such company is a member of our Promoter Group and the Company has entered into one or more transactions with such company in the most recent Fiscal Year, being Fiscal Year 2018 and any stub period (in respect of which financial statements are included in offer documents) which, exceed such % of the total standalone revenues of the Company, as per the last annual standalone financial statements as the Board may decide. .
- (iii) if such company would, subsequent to the Relevant Period, require disclosure in the standalone and consolidated financial statements of the Company for subsequent periods as an entity covered under Indian Accounting Standard 24, in addition to/ other than those companies covered in the schedule of related party relationships in terms of the Indian Accounting Standard 24 in the standalone and consolidated financial statements of the Company for the Relevant Period.

For avoidance of doubt, it is clarified that any companies which, in the Relevant Period or subsequent to the Relevant Period, have ceased to be related parties of the Company in terms of Applicable Accounting Standard solely on account of there being no significant influence/ control over such company in terms of Applicable Accounting Standard after the Relevant Period have not been considered as ‘Group Companies’, for the purpose of disclosure in the Offer Documents.

4. Identification of ‘Material’ Litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters)

4.1. Requirement

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following classes of litigation involving the Company/ Promoter/ Directors/ Group Companies:

- i. All criminal proceedings;
- ii. All actions by statutory/ regulatory authorities;
- iii. Taxation proceedings – Separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount; and
- iv. Other pending litigation – As per the policy of materiality defined by the Board and disclosed in the Offer Documents.

4.2. Policy on materiality

Other than litigations mentioned in paragraphs 4.1 (i), (ii) and (iii) above, any other pending litigation involving the Company, its Directors and Group Companies shall be considered “material” for the purpose of disclosure in the Offer Documents if:

- i. the monetary amount of claim by or against the Company, its Directors, Group Companies in any such pending litigation is in excess of such amount as the Board may consider material, as per the last standalone financial statements of the Company for a complete financial year included in the Offer Documents; or
- ii. such pending litigation is material from the perspective of Company’s business, operations, prospects or reputation.

It is clarified that apart from as set forth in this paragraph 4, the disclosures on outstanding litigation in the Offer Documents will also include disclosures as specified in the Companies Act, 2013.

5. Identification of ‘Material’ Outstanding dues to Creditors

5.1. Requirement

The Company shall make relevant disclosures in the Offer Documents for (i) outstanding dues to creditors based on the policy on materiality of the Board, which would be disclosed in the Offer Documents; and (ii) consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved.

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

- i. based on the policy on materiality of the Board, and as disclosed in the Offer Document, disclosure for such creditors;
- ii. such other disclosure as may be required as per applicable laws.

5.2. Policy on materiality

For identification of material creditors, any creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amount dues to any one of them exceed such% of the total outstanding dues of the Company as may be decided by Board, as per the last standalone financial statements of the Company for a full financial year included in the Offer Documents.

5.3. Disclosures in the Offer Documents regarding material creditors, small scale undertakings, micro, small or medium enterprises and other creditors

- i. For creditors identified as material based on the above mentioned policy (“**Material Creditors**”), the total number of Material Creditors and consolidated amounts due to such Material Creditors will be made in the Offer Documents.

6. General

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.
