



(FORMERLY KNOWN AS ADVANCE AGROLIFE PRIVATE LIMITED)

ADVANCE AGROLIFE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

A. Preamble

The Securities and Exchange Board of India has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**") which requires the Board of Directors ("**Board**") of every Company, whose securities are listed on a stock exchange, to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information, in order to adhere to each of the principles set out in Schedule A of the Insider Trading Regulations, without diluting the provisions of the said regulations in any manner.

Accordingly, the Board of **Advance Agrolife Limited**, (hereinafter referred to as the "**Company**") has approved and adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**").

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified on December 31, 2018 and effective April 01, 2019 require every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this Code.

B. Objective

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company.

This code is applicable to all disclosures of Unpublished Price Sensitive Information ("**UPSI**") by the Company, its subsidiaries, associates (if any) and the companies under the same management. This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed to promote transparency amongst the investors.

C. Definitions and Interpretation

In this Code, words and expressions shall have the meaning assigned to them below. Terms not defined herein shall have the meaning assigned to them under the PIT Regulations:

" Board "	shall mean the Board of Directors of the Company;
" Directors "	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
" Company "	shall mean Advance Agrolife Limited;
" Compliance Officer "	shall mean an officer designated as the Compliance Officer under the Code of Internal Procedures and Conduct for Prevention of Insider Trading of the Company;
" Material Events "	shall mean events that a reasonable stakeholder dealing with the Company would consider important in deciding to engage and deal with the Company, its products and services and in its securities;

Provided that whether any particular information could be considered Material by a reasonable stakeholder depends on specific circumstances existing at a particular point of time;

"Material Information" shall mean Material Events meeting the requirements of the Disclosure Policy.

**"Unpublished price sensitive information"
("UPSIF")**

means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividend;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) change in key managerial personnel;
- (vi) change in rating(s), other than ESG rating(s)
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party / creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1-For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015

Explanation 2 – For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Code shall automatically be deemed to be included in the Code, without any further amendment of the Code by the Board or relevant committee of the Board

D. Practice and Procedure

The following principles of fair disclosure for the purposes of "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**" shall be strictly followed by the Company with immediate effect:

1. The Company shall promptly disclose to the public UPSI that would impact price discovery, no sooner than such credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
3. The Company shall uniformly and universally disseminate UPSI to avoid selective disclosure. UPSI may be communicated, provided, or allowed access to any employee or to third parties, if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
4. The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all public
5. The Company shall respond appropriately and fairly to queries on news reports and requests for verification of market rumors by regulatory authorities. The Company will endeavor to respond promptly to such requests, if any.
6. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website in order to ensure official confirmation and documentation of disclosures made.
7. The Company shall handle all UPSI on a need-to-know basis in furtherance of legitimate purpose. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
8. The Company shall designate a senior officer as an Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

E. Uniform and universal dissemination of UPSI

When a Material event or Material Information triggers disclosure, the Company shall promptly furnish the Material Information to all stock exchanges where its securities are listed. Information published on the website of a stock exchange, would ordinarily be considered generally available information.

The information released by the Company to the stock exchanges may also be released to the press for a wider circulation. The information released by the Company to the stock exchanges may also be hosted on the Company's website "www.advanceagrolife.com" for wider circulation.

F. Prompt dissemination of UPSI that is disclosed selectively

In the event of selective disclosure of UPSI, inadvertently or otherwise, the Company shall respond promptly to ensure prompt dissemination of the UPSI in terms of the Code.

The compliance officer and or chief investor relations officer shall respond promptly and fairly upon learning of the selective disclosure. In this context, rumors or media speculation (including quotes of unnamed persons) shall not be considered as selective disclosure.

G. Handling of all unpublished price-sensitive information

The Company will handle all UPSI with internal personnel on a need-to-know basis and no UPSI shall be communicated to any person except for internal personnel's legitimate purposes, performance of duties or discharge of his or her legal obligations. The Company may formulate an internal guideline which shall contain appropriate procedures and processes to be followed while sharing the UPSI on a need-to-know basis.

The information filed by the Company with stock exchanges under a continuous disclosure requirement may be made available on the Company's website.

H. Digital database

The Board shall ensure that a structured digital database is maintained containing nature of UPSI and the names of such persons or entities, as the case may be, who have shared UPSI and with whom UPSI is shared under Regulation 3 of the Insider Trading Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping, audit trails, etc. to ensure non-tampering of the database.

I. Legitimate purpose

The UPSI can be shared as an exception by an insider for legitimate purposes as per the "Policy for determination of Legitimate Purposes" ("**Annexure A**"), provided it is not shared to evade or circumvent the prohibition under the Insider Trading Regulations. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an "Insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

To illustrate, procuring /sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose. It shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Trustees, Registrars and Share Transfer Agents, Custodians, Valuation Agencies, Fund Accountants, Association of Mutual funds of India, Credit Rating Agencies, legal advisors, auditors or other advisors or

consultants, except where such sharing has been carried out to evade or circumvent the prohibitions of these regulations.

J. Code of Conduct

The Company shall adhere to the prescribed standards for code of conduct framed pursuant to Regulation 9(1) and (2) read with Schedule B of the Insider Trading Regulations to regulate, monitor and report trading by insiders, designated persons and all other applicable persons and entities.

K. Restrictions on communication and trading by insiders

The Board shall require the parties to execute agreements to impose confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the Company when in possession of UPSI.

L. Amendment

The Board, subject to applicable laws, rules and regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new policy.

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.

This Code and any subsequent amendment(s) thereto, shall be intimated promptly to the Stock Exchanges, if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or Insider Trading Regulations and any amendment(s), re- amendment(s) or re-enactment(s) thereto.

M. General

Words and expressions used but not defined in herein, but defined in the Insider Trading Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder and any other applicable provisions, shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory amendment(s), modification(s) or re-enactment(s) thereto, as the case may be.

N. Approved and adopted

This amended policy has been approved and adopted by the Board vide resolution dated 07-02-2026.

ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2) and 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019]

A. Preface

This Policy, as a part of "**Code of Fair Disclosure**" formulated under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations 2015 ("**Insider Trading Regulations**"), will be known as "Policy for Determination of Legitimate Purposes" ("**Policy**").

This Policy is prepared in accordance with the amendment introduced by Regulation 3(2)(a) of the Insider Trading Regulations (Amendment), 2018.

B. OBJECTIVE

The objective of this Policy is to identify legitimate purposes for performance of duties or discharge of legal obligations, which will be considered as an exception for the purpose of procuring or communicating unpublished price sensitive information ("**UPSI**") relating to **Advance Agrolife Limited**, (hereinafter referred to as the "**Company**") or its listed securities or securities proposed to be listed, if any.

C. DEFINITIONS

"*Legitimate Purposes*" Shall mean sharing of UPSI in the ordinary course of business by an Insider as defined in the Regulations with:

- a) partner;
- b) collaborators;
- c) lenders;
- d) customers;
- e) suppliers;
- f) merchant bankers;
- g) legal advisors;
- h) auditors;
- i) insolvency Professionals; or
- j) any other advisors or consultants

provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations:

D. Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be intimated promptly to the Stock Exchanges,

if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or Insider Trading Regulations and any amendment(s), re- amendment(s) or re-enactment(s) thereto.

E. Approved and adopted

This Policy has been approved and adopted by the Board vide resolution dated 07-02-2026.

Effective Date: 21-03-2025

Date of the approval by the Board: 07-02-2026

Version: 02
