



(FORMERLY KNOWN AS ADVANCE AGROLIFE PRIVATE LIMITED)

ADVANCE AGROLIFE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENT AND DISCLOSURE

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A. Preamble

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"). The objective of the Policy is to determine materiality of events or information relating to the Company and to ensure that such information is adequately disseminated in pursuance of the Regulations and to provide an overall governance framework for such determination of materiality.

B. Objective

The objective of this Policy is to determine the materiality of events or information of the Company and to ensure the disclosure of such event/information is adequately disseminated in pursuance with the Listing Regulations and to provide an overall governance framework for such determination of materiality.

C. Scope & Applicability of the policy

The policy is applicable to all disclosures and communication of material events under Regulation 30 of the Listing Regulations, to the Stock Exchanges.

Regulation 30 of the Listing Regulations mandates disclosure of all deemed material events to the Stock Exchanges. These events have been specified in Para A of Part A of Schedule III (Annexure I - Para A to this Policy) of the Regulations and shall be disclosed as applicable from time-to-time.

For disclosure of certain events as specified in Para B of Part A of Schedule III (Annexure I - Para B to this Policy) to the Stock Exchanges the criteria, as specified in this policy, shall be considered by the Board for determining whether the events are material or not.

D. Definitions

"**Act**" shall mean the Companies Act, 2013 and Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof;

"**Board**" shall mean Board of Directors of Advance Agrolife Limited and shall include any Committee thereof authorized for the purpose;

"**Director**" shall mean Directors on the Board of Advance Agrolife Limited;

"**Key Managerial Personnel**" shall mean—

- a. the Chief Executive Officer or the Managing Director or the Manager
- b. the Company Secretary;
- c. the Whole-time Director;
- d. the Chief Financial Officer;
- e. such other officer, not more than one level

- below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- f. such other officer as may be prescribed under the Act.

**"Material Event" or
"Material Information"**

shall mean event or information as set out in the Schedule of SEBI(LODR) Regulations or as may be determined in terms of Clause E of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly

"Listing Regulations"

shall mean SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any modifications, amendments, clarifications, circulars or re-enactment thereof;

"SEBI Regulations"

shall mean and would include all the acts, regulations, circular, notifications etc. issued by the Securities Exchange Board of India from time to time;

"Schedule"

shall mean the Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

"Stock Exchange"

shall mean a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956 on which Equity shares of the Company are listed;

"Subsidiary"

shall mean a company shall be considered as Subsidiary if it falls within the criteria defined under Section 2(87) of the Act;

Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and / or Regulations.

E. Authority to determine Materiality of Event

1. The board of directors of the Company have authorized the following key managerial personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Listing Regulation and the contact details of such personnel are as under:

S.No	Designation	Purpose	Contact Details
1	Chairman and Managing Director	For determining materiality of an event or information and making disclosure to the Stock Exchanges.	Registered Office: - E-39, Riico Industrial Area Ext. Bagru, Jaipur 303 007, Rajasthan, India, Contact No. 0141-4810126, E-mail- cs@advanceagrolife.com
2	Whole-time Director	For determining materiality of an event or information and making disclosure to the Stock Exchanges.	
3	Chief Financial Officer	For determining materiality	

		of an event or information and making disclosure to the Stock Exchanges.	
4	Company Secretary & Compliance Officer	For making disclosure of material events or information to the Stock Exchanges.	

F. Criteria for determination of materiality of event or information under the Listing Regulations

Materiality of the events shall be determined on a case-to-case basis depending on specific facts and circumstances relating to it. The Company shall consider the following criteria as specified in regulation 30 of the Listing Regulations for determination of materiality of events/information:

- (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (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; or
- (c) 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 Company;
 - (2) 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;
 - (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 Company;
- (d) In case where the criteria specified in sub-clauses (a), (b) and (c) 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 or the authorized KMP's, the event or information is considered material.

1. Verification of Market Rumours (Regulation 30(11))

The Company shall confirm, deny or clarify any reported event or information appearing in the mainstream media, which is not general in nature and which indicates that a rumour of an impending specific event or information is circulating amongst the investing public, upon the occurrence of a material price movement in the securities of the Company, as may be specified by the stock exchanges.

Such confirmation, denial or clarification shall be provided as soon as reasonably possible but in any case, not later than **twenty-four (24) hours** from the trigger of the material price movement. This requirement shall apply only when the Company falls within the thresholds and eligibility criteria prescribed or to be prescribed by SEBI or the stock exchanges from time to time.

G. Timeline for disclosure

- The Company shall disclose to the stock exchange(s), on a timely basis, all events or information which are determined to be material in accordance with this Regulation. Such disclosure shall be made as soon as reasonably possible, and in any case, not later than the following timelines:
 - (i) Within **thirty minutes** from the conclusion of the Board Meeting in which the decision relating to the event or information was taken.

- *Where the Board Meeting concludes after normal trading hours but at least three hours prior to the commencement of trading on the next trading day, the disclosure shall be made within three hours from the closure of the Board Meeting.*
- *If the Board Meeting continues for more than one day, the disclosure of financial results shall be made within thirty minutes or three hours (as applicable) from the closure of the meeting for the day on which such results were considered.*

(ii) Within **twelve hours** from the occurrence of the event or information, where such event or information originates from within the Company.

(iii) Within **twenty-four hours** from the occurrence of the event or information, where such event or information does not originate 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.

- For events where specific timelines are prescribed under Part A of Schedule III, disclosures shall be made within such prescribed timelines.
- If any disclosure is made beyond the above timelines, the Company shall provide a **detailed justification** for the delay along with such disclosure.
- **Explanation:**
Normal trading hours refer to the period during which recognized stock exchanges remain open for trading for all investors.

H. Review & Amendment

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective. The board has the right to change/amend the policy as may be expedient taking into account the law for the time being in force.

I. Disclosures On the Website of the Company

As per the provisions of the Listing Regulations the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

Effective Date: 21-03-2025

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

Version: 02

ANNEXURE I

Events or Information that are to be disclosed without any application of Materiality Guidelines listed in the Policy

1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the company, sale of stake in our associate company or any other restructuring.</p> <p>Acquisition shall mean-</p> <ul style="list-style-type: none">(i) acquiring control, whether directly or indirectly; or(ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –<ul style="list-style-type: none">(a) the listed entity holds shares or voting rights aggregating to twenty per cent 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) as mentioned above and such change exceeds five per cent of the total shareholding or voting rights in the company; or(c) the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30 of SEBI (LODR) Regulations <p>Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.</p>
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 existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3.	New Rating(s) or Revision in Rating(s)
4.	<p>Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), the outcome of meetings of the board of directors held to consider the following:</p> <ul style="list-style-type: none">a) dividends 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 buyback of securities;d) the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other methode) 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

	<p>other rights, privileges or benefits to subscribe to;</p> <p>g) short particulars of any other alterations of capital, including calls;</p> <p>h) financial results;</p> <p>i) decision on voluntary delisting by the company from stock exchange(s)</p>
5.	<p>Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.</p> <p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company or of its holding, subsidiary or associate company, among themselves or with the company 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 company or impose any restriction or create any liability upon the company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the company is a party to such agreements: Provided that such agreements entered into by a company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or they are required to be disclosed in terms of any other provisions of these regulations. Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that company shall or shall not act in a particular manner</p>
6.	<p>Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad</p>
7.	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.</p> <p>In case of resignation of the auditor of the company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the company to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.</p> <p>Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the company:</p> <ol style="list-style-type: none"> i. The letter of resignation along with detailed reasons for the resignation as given by the said director. <ol style="list-style-type: none"> (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any. ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided. iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the 616[disclosures] as specified in sub-clause (i) and (ii) above. <p>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 to the stock exchanges by the company</p>

	<p>within seven days from the date that such resignation comes into effect.</p> <p>In case the Managing Director or Chief Executive Officer of the company 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 to the stock exchange(s).</p>
8.	Appointment or discontinuation of registrar to an issue and share transfer agent.
9.	<p>Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:</p> <ul style="list-style-type: none"> (i) Decision to initiate resolution of loans/borrowings; (ii) Signing of Inter-Creditors Agreement ("ICA") by lenders; (iii) Finalization of Resolution Plan; (iv) Implementation of Resolution Plan; (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders
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 Company
13.	Proceedings of Annual and extraordinary general meetings of the Company
14.	Amendments to memorandum and articles of association of the Company, in brief.
15.	<ul style="list-style-type: none"> a) <ul style="list-style-type: none"> i) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) ii) Presentations prepared by the company for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events. b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner: <ul style="list-style-type: none"> i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier; (ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls; (iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.
16.	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a corporate debtor (the Company) under the Insolvency Code:</p> <ul style="list-style-type: none"> a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default; b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code; e) List of creditors as required to be displayed by the corporate debtor under regulation

	<p>13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;</p> <p>f) Appointment/ Replacement of the Resolution Professional;</p> <p>g) Prior or post-facto intimation of the meetings of Committee of Creditors;</p> <p>h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A (5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;</p> <p>i) Number of resolution plans received by Resolution Professional;</p> <p>j) Filing of resolution plan with the Tribunal;</p> <p>k) Approval of resolution plan by the Tribunal or rejection, if applicable;</p> <p>l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:</p> <p>(i) Pre and Post net-worth of the company;</p> <p>(ii) Details of assets of the company post CIRP;</p> <p>(iii) Details of securities continuing to be imposed on the companies' assets;</p> <p>(iv) Other material liabilities imposed on the company;</p> <p>(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</p> <p>(vi) Details of funds infused in the company, creditors paid-off;</p> <p>(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;</p> <p>(viii) Impact on the investor – revised P/E, RONW ratios etc.;</p> <p>(ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;</p> <p>(x) Brief description of business strategy.</p> <p>m) Any other Material Information not involving commercial secrets.</p> <p>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;</p> <p>o) Quarterly disclosure of the status of achieving the MPS;</p> <p>p) The details as to the delisting plans, if any approved in the resolution plan.</p>
17.	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.</p>
18.	<p>Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a company, in relation to any event or information which is material for the company in terms of regulation 30 of SEBI (LODR) Regulations and is not already made available in the public domain by the company.</p>
19.	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the company, in respect of the following:</p> <p>(a) search or seizure; or</p> <p>(b) re-opening of accounts under section 130 of the Companies Act, 2013; or</p> <p>(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:</p> <p>i. name of the authority;</p> <p>ii. nature and details of the action(s) taken, initiated or order(s) passed;</p> <p>iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;</p> <p>iv. details of the violation(s)/contravention(s) committed or alleged to be committed;</p>

	v. impact on financial, operation or other activities of the company, quantifiable in monetary terms to the extent possible
20.	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the company, in respect of the following:</p> <ul style="list-style-type: none"> (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; <p>along with the following details pertaining to the actions(s) taken or orders passed:</p> <ul style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken 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.
21.	Voluntary revision of financial statements or the report of the board of directors of the company under section 131 of the Companies Act, 2013

ANNEXURE II

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.	Any of the following events pertaining to the company: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in 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) 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 events such as strikes, lockouts etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety by whatever named called, for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority