POLICY FOR DETERMINATION OF MATERIALITY FOR PRIMA AGRO LIMITED

Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 Read with Schedule III of the said Regulations.

Version Control

Sl. No.	Name of the Policy	Version	Board Approval Date	Remarks
1.	Policy For Determination of Materiality	v.1.0	29.07.2023	Policy document approved.
2.	Policy For Determination of Materiality	v.2.0	04.08.2025	Policy reviewed, updated and approved.

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PREAMBLE

The Board of Directors (The "Board") of Prima Agro Limited (the "Company") has adopted the following policy and procedures with regard to determination of materiality of events as per clause 30 (4) (ii) of SEBI (LODR) Regulation, 2015 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.

OBJECTIVE AND SCOPE OF THE POLICY

The objective of this Policy is to serve as a guiding charter to the Board of Directors, KMPs and other executives and staff working in Prima Agro Limited to ensure timely and adequate disclosure of events or information to the investor community under the Listing Regulations, to enable them to take well informed investment decisions with regard to the securities of the Company. Timely and adequate disclosure of accurate information on an ongoing basis is essential to ensure compliance in letter and spirit.

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.

APPLICABILITY

This Policy shall be applicable to all the events relating to the Company as and when they fall under the criteria as mentioned in this Policy under the head *DISCLOSURE OF EVENTS.*

DEFINITIONS

- **I.** **The Company:** Means Prima Agro Limited.
- **II.** **Board of Directors/ Board:** Board of Directors of Prima Agro Limited.
- **III.** **Key Managerial Personnel:** (KMP) of the Company includes Managing Director, Chief Financial Officer / Company Secretary, who may be authorized for the purpose of determination of materiality of events or information as per Regulation 30 (5) of LODR to the Stock Exchange.
- **IV.** **Compliance Officer:** The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- **V.** **Regulation:** Means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 as amended from time to time.
- **VI.** **SEBI:** The Securities Exchange Board of India.
- **VII.** **Stock Exchange:** BSE where the Equity shares of the Company are listed.

VIII. **Material Events:** Events those are specified in Para A of Part A of Schedule III of the LODR.

IX. **Other Events:** Events those are 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 30(4) of the LODR

X. **Policy:** means Policy for determination of materiality of events as per provisions of Regulation 30 of LODR, 2015 as amended from time to time.

CRITERIA 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;

(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 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;

(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 listed entity, the event or information is considered material.

DISCLOSURE OF EVENTS AND TIMELINE

The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

(i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

The listed entity shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Company will disclose all the material events/information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder.

The listed entity shall disclose all events or information with respect to subsidiaries which are material for the listed entity.

The events to be disclosed by the Company are broadly divided into three categories:

Category A:

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within the specified timelines listed out in the Regulations as well as any other circulars issued by SEBI from time to-time:

1. Acquisition, (including agreement to acquire), Scheme of Arrangement (amalgamation / merger / demerger / restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.

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. Outcome of Meetings of the board of directors held to consider the following:
   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 603[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 method;]

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 alterations of capital, including calls;
h) financial results;
i) decision on voluntary delisting by the listed entity 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 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.

6. 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, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements provided such agreements impact the management or control of the Company or are required to be disclosed in terms of any other provisions of these regulations

7. Fraud or defaults by the Company, 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.

8. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Senior Management, Auditor and Compliance Officer.

9. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the auditor, shall be disclosed to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

10. Resignation of independent director including reasons for resignation. The other disclosures as given in the regulation to be submitted within seven days from the date of resignation.

11. 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 shall be disclosed to the stock exchanges within seven days from the date that such resignation comes into effect.

12. 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 to the stock exchange(s).

13. Appointment or discontinuation of share transfer agent.

14. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including (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.

15. One time settlement with a bank.

16. Winding-up petition filed by any party / creditors.

17. 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.

18. Proceedings of the Annual and Extra General Meetings of the listed entity.

19. Amendments to Memorandum and Articles of Association of the listed entity, in brief.

20. 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 and presentations prepared by the listed entity 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.

21. 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:

(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

22. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code as specified in the regulation.

23. Initiation of Forensic audit as specified in the regulation.

24. 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 Company in terms of regulation 30 of these Regulations and is not already made available in the public domain by the listed entity.

25. Action(s) initiated or 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 search or seizure or re-opening of accounts under section 130 of the Companies Act, 2013 or investigation under the provisions of Chapter XIV of the Companies Act, 2013 along with the details specified in the regulation.

26. 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 for the matters specified in the regulation.

27. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

Category B:

Events which shall be disclosed upon application of the guidelines for materiality referred to Regulation 30(4) of SEBI (LODR), 2015 and as referred to in the forgoing 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 listed entity which has or may have an impact on the Company.

10. Options to purchase securities including 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 key licenses or regulatory approvals.

13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authorities.

14. Any other information / event viz. major development that is likely to affect the business e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable security holders of the Company to appraise its position and to avoid the establishment of a false market in the securities of the Company.

15. Occurrence of any event or availability of information which is not specified pursuant to the Regulation 30 of the Regulations, but which may have material effect on the Company.

AUTHORIZATION FOR MAKING DISCLOSURES

The Managing Director, Chief Financial Officer and Company Secretary and Compliance Officer of the Company are severally / jointly authorized for the purpose of determining materiality of an event / information and for the purpose of making disclosures to stock exchange(s) under this Policy.

AUTHORISATION TO KMPS TO SUO-MOTO ACCEPT / DENY REPORTED EVENT OR INFORMATION

The Key Managerial Personnel (KMPs) consisting of the Managing Director, Chief Financial Officer / Company Secretary are hereby jointly and severally authorised to suo-moto accept / deny any report event or information, which has been unauthorisedly made public by media or by any other means including but not limited to electronic means. They are further authorised to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects 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.

DISCLOSURE ON COMPANIES WEBSITE AND DISCLOSURE PRESERVATIPON PERIOD

The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

REVIEW OF THE POLICY

The Board of Directors of the Company shall review the Policy on an Annual basis. The authorised person shall provide regular assurance to Board of Directors on the effectiveness of the Policy.

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