



SIMRAN AGROVET LIMITED

CIN: U15400MP2017PLC043674

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

1. INTRODUCTION

The Board of Directors of SIMRAN AGROVET LIMITED (“the Company”) recognizes the importance of timely and transparent disclosure of events and information that may influence investors’ decisions and impact market integrity. As the Company is preparing for an Initial Public Offering (IPO), it is essential to have a clear framework to determine the materiality of events or information and disclose them appropriately in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Companies Act, 2013, and other applicable laws. This Policy lays down the principles, criteria and timelines for assessing and disclosing material events or information.

2. OBJECTIVE

The objective of this Policy is to ensure that:

- Material events or information are identified and disclosed in a timely and consistent manner;
- Decisions regarding materiality are made objectively, uniformly, and transparently;
- Stakeholders, including investors, regulators, and the public, receive accurate and adequate information to make informed decisions; and
- The Company complies with all applicable statutory and regulatory requirements regarding disclosure.

3. SCOPE

This Policy applies to all Directors, Key Managerial Personnel, and employees of the Company who are responsible for assessing and communicating information that may be material. It covers financial, operational, strategic, legal, regulatory, and other information that could affect the decision-making of investors or stakeholders.

4. CRITERIA FOR DETERMINATION OF MATERIALITY

An event or information shall be considered material if it is likely to:

- Affect the price of the Company’s securities or influence investment decisions;
- Impact the reputation, operations, or financial position of the Company;
- Result in legal or regulatory obligations for disclosure; or
- Be considered important by the Board, Audit Committee, or management in the context of the Company’s business.

Examples of material events include, but are not limited to, mergers, acquisitions, divestments, major expansion plans, changes in key management personnel, issuance of securities, changes in capital structure, significant litigation, and financial results that deviate substantially from projections.

5. TIMELINES FOR DISCLOSURE

To ensure timely and uniform dissemination of material information, the Company shall adhere to the following timelines:

- **Immediate Disclosure:** Any event or information deemed material must be disclosed to stakeholders and, upon listing, to stock exchanges **promptly and within 24 hours** from the occurrence of the event or receipt of information.
- **Board Review:** Certain material events, such as mergers, acquisitions, or major contracts, may require Board approval prior to disclosure. In such cases, disclosure shall be made **within 24 hours of Board approval**.
- **Pre-IPO Communications:** Prior to the IPO, material information shall be disclosed through the draft/red herring prospectus or other authorized communications to potential investors in a manner consistent with SEBI regulations.
- **Periodic Updates:** For ongoing events or information with material impact, the Company shall provide periodic updates **as soon as reasonably possible** or at the next Board meeting, while ensuring prompt communication to stakeholders.

6. DISCLOSURE OF MATERIAL EVENTS/INFORMATION

Material events or information identified under this Policy shall be documented and disclosed in accordance with SEBI LODR regulations once the Company is listed. Prior to listing, disclosures shall be made to potential investors through IPO-related documents and filings. Proper records of decisions regarding materiality and disclosures shall be maintained for accountability and audit purposes.

7. GOVERNANCE AND RESPONSIBILITY

The Board of Directors holds the ultimate responsibility for approving the determination of materiality. The Audit Committee or designated senior management personnel may assist the Board by evaluating events and recommending their materiality. Employees who handle information that could be material are required to promptly inform management to enable timely assessment and disclosure. The Compliance Officer, typically the Company Secretary, shall oversee the process, maintain records, and ensure adherence to this Policy.

8. DISCLOSURE ON WEBSITE

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the annual report of the Company, if required.

9. REVIEW AND AMENDMENT

This Policy shall be reviewed periodically by the Board to ensure its continued relevance, effectiveness, and compliance with applicable laws and regulations. Any amendments to the Policy shall require Board approval and shall be communicated to all employees responsible for handling material information.

10. EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board of Directors of the Company.