

PROVENTUS AGROCOM LTD

Policies on

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENT / INFORMATION TO STOCK EXCHANGE

Proventus Agrocom Limited

(Formerly known as Proventus Agrocom Private Limited)

Regd. Address: 515, 5th Floor, 215 Atrium, Wing C, Andheri Kurla Road, Andheri East, Mumbai 400059

☎ : +91 22 6211 0900 Fax: +91 22 6211 09219 ✉ info@proventusagro.com www.proventusagro.com

CIN: U74999MH2015PLC269390

INTRODUCTION:

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company have adopted a **policy for determination of materiality for disclosure of event / information to the Stock Exchange(s)**.

PREAMBLE:

The Board of Directors (the 'Board') of **PROVENTUS AGROCOM LIMITED** (the 'Company') has adopted the following policy and procedures for the purpose of determination of materiality for disclosure of event / information to the Stock Exchange(s). The Board may review and amend this policy from time to time. This Policy is approved by the Board of Directors on 21st March 2023 and will be applicable to the Company effective from 21st March 2023.

OBJECTIVE:

The purpose of this Policy is to ensure that the Company shall make disclosure to the Stock Exchange(s) in a timely manner in respect of events/ information specified in Para A of Part A of the Schedule III to the SEBI Listing Regulations and to determine materiality of events and information as specified in Para B and C of Part A of Schedule III based on the criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations. The Policy shall be published on the website of the Company.

COMPULSORY DISCLOSURE OF EVENTS / INFORMATION:

Events / Information as specified in Para A of Part A of the Schedule III to the SEBI Listing Regulations would per se be Material Event/Information and such event/information will be disclosed to the Stock Exchange(s).

Proventus Agrocom Limited

(Formerly known as Proventus Agrocom Private Limited)

Regd. Address: 515, 5th Floor, 215 Atrium, Wing C, Andheri Kurla Road, Andheri East, Mumbai 400059

☎ : +91 22 6211 0900 Fax: +91 22 6211 09219 ✉ info@proventusagro.com www.proventusagro.com

CIN: U74999MH2015PLC269390

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:

Events/ Information as specified in Para B and C of Part A of the Schedule III to the SEBI Listing Regulations or any other information/event would be deemed as material based on the application of the following criteria for materiality:

- 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) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event /information is considered material.

IMPLEMENTATION:

In terms of Regulation 30(5) of the SEBI Listing Regulations, the Board of Directors has authorized **Mr. Durga Prasad Jhawar- Managing Director** for the purpose of determining materiality of any event/information, classify it as a Material Event/Information, decide the appropriate time at which disclosure is to be filed with the stock exchange(s) and details that may be filed in the best interest of present and potential investors.

Accordingly, the event/information would be deemed as Material Information which in the opinion of Mr. Jhawar is significant to the operations or performance of the Company considering the following factors:

1. Whether there would be any direct or indirect impact on the reputation of the Company; or
2. Whether non-disclosure can lead to creation of false market in the securities of the Company; or
3. Whether there would be a significant impact on the operations or performance of the Company.
4. Any other event which in the opinion of the approving authority should be determined as material event which could result in:
 - a. Discontinuity or alteration of event or information already available publicly; or
 - b. Significant market reaction if the said omission came to light at a later date; or

Proventus Agrocom Limited
(Formerly known as Proventus Agrocom Private Limited)

Regd. Address: 515, 5th Floor, 215 Atrium, Wing C, Andheri Kurla Road, Andheri East, Mumbai 400059

☎ : +91 22 6211 0900 Fax: +91 22 6211 09219 ✉ info@proventusagro.com www.proventusagro.com

CIN: U74999MH2015PLC269390

In case where the criteria specified above are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

Mr. Jhavar shall have the following responsibilities for determining the material events or information:

1. To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
2. To determine the appropriate time at which the disclosures are to be made to the stock exchanges and on the Company's website based on an assessment of actual time of occurrence of an event or information.
3. To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
4. To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.

Provided that any confidential information which if disclosed is likely to put at risk the business interest of the Company shall not be disclosed. The Company to that extent shall make qualified disclosure to the Stock Exchange(s).

In order to ensure that the Company complies with the disclosure obligations under the SEBI Listing Regulations, the Board has established an internal system for reporting any event / information which may require disclosure so that the event / information can be properly assessed and decision can be made regarding its disclosure to the Stock Exchange(s).

THE PROCEDURE TO BE FOLLOWED IN RELATION TO THE DISCLOSURE OF ANNOUNCEMENT OF MATERIAL EVENT / INFORMATION IS AS FOLLOWS:

i. Prepare draft announcement to Stock Exchange(s):

The Company Secretary or failing him the Chief Financial Officer, will prepare & finalize the announcement to be disclosed to the Stock Exchange(s) which is factual and expressed in clear manner after the approval of Mr. Durga Prasad Jhavar.

ii. Announcement to Stock Exchange(s):

Any one of, Mr. Durga Prasad Jhavar, Managing Director and Mrs. Pinal Darji, Company Secretary shall on behalf of the Company disclose the announcement with the Stock Exchange(s), not later than 24 hours¹ from the occurrence of events/information and in case the disclosure is made after the specified time, the Company shall provide the explanation for delay.

iii. Updation on website:

After lodgment of the announcement with the Stock Exchange(s), the Company Secretary or failing him the Chief Financial Officer will arrange to place it on the website of the Company.

All the announcements made under this Policy shall be kept on the Company's website as per the Archival Policy of the Company, subject to a minimum period of 5 years.

¹ In case the disclosure is based on Board Meeting results viz. events specified in sub-para 4 of Para A of Part A of Schedule III to the Listing Regulations, within 30 minutes of the conclusion of the Board Meeting.