

SC AGROTECH LIMITED

CIN NO- L01122DL1990PLC042207

REGD. ADDRESS: RZ-1484/28, GROUND FLOOR, TUGHLAKABAD EXTN.

NEWDELHI-110019, Phone: 011-65699900

EMAIL: sheel102@gmail.com; WEB: WWW.SCAGROTECH.IN

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS/ INFORMATION

[In terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

OBJECTIVE

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) has prescribed formulation of guidelines for determination of materiality of an event/ information and procedures for fair disclosure of material events and Unpublished Price Sensitive Information (“UPSI”) to the Stock Exchanges.

The objective of this policy is:

- A. To lay down the principles for determining the materiality for disclosure of events & information based on the criteria specified in Regulation 30 of SEBI Listing Regulations and circular(s) & guideline(s) issued by SEBI in this regard.
- B. To ensure that the Company complies with the disclosure obligations as laid down in SEBI Listing Regulations and circular(s) & guideline(s) issued by SEBI in this regard.
- C. To ensure that the information provided by the Company to the market, is timely, transparent & equally accessible to all the stakeholders including its shareholders.
- D. To promote investors’ confidence in the quality & integrity of the information which is publicly released by the Company.
- E. To ensure uniformity in the Company’s approach w.r.t. public disclosures, reduce the risk of selective disclosures and raise awareness amongst various stakeholders.

DEFINITIONS

“**Board**” or “**Board of Directors**” shall mean the Board of Directors of SC Agrotech Limited.

“**Company**” shall mean SC Agrotech Limited.

“**Compliance Officer**” for this policy means the company secretary of the Company and/or any other key managerial personnel who is authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under the Regulations.

“**Policy**” shall mean this policy as amended from time to time.

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“Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 2nd September 2015 and effective from 1st December 2015.

“Stock Exchange” means BSE Limited, where the equity shares of the Company are listed.

“Subsidiary” means a subsidiary as defined under Section 2(87) of the Companies Act, 2013;

“Unpublished Price Sensitive Information” or “UPSI” has the meaning as referred to in the Company’s Code of Conduct for Prohibition of Insider Trading read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Words and expressions used in this Policy but not defined above, shall have the same meaning as ascribed to them under applicable laws.

MATERIAL EVENTS OR INFORMATION

- A. Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.
- B. The events as specified in para (A) of Part A of Schedule III of the Listing Regulations shall be disclosed irrespective of materiality.
- C. The events as specified in para (B) of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for Materiality.
- D. All information as specified in Part B of Schedule III of the Listing Regulations shall be disclosed which shall have bearing on performance / operation of the Company or is price sensitive.
- E. The Company shall apply the following guidelines for determination of Materiality of event(s) / information covered by point C above:
 - a) Materiality shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the information / event. In order to determine whether a particular event / information is material in nature, the Company will consider following criteria:
 - I. The **omission** of an event or information:
 - i. Which is likely to lead to discontinuity or alteration of an event or information already available publicly; or
 - ii. Which is likely to result in significant market reaction if the said omission comes to light at a later date; or
 - iii. Whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited financial statements of the Company;
 - 2% of net worth, as per the last audited financial statements of the Company, except in case the arithmetic value of the net worth is negative;

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- 5% of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of the Company.
- II. In case where the criteria(s) specified in (a), (b) and (c) above are not applicable, if in the opinion of the Board of Directors of the Company or KMPs authorised by the Board of Directors, the event / information is considered Material.
- F. The Company shall also promptly inform the stock exchange(s) of all events or information which are specified under Regulation 30 read with Schedule III of Listing Regulations or under Regulation 51 of Listing Regulations.
- G. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
- H. In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- I. The Company shall confirm, deny or clarify any reported event or information in the mainstream media (as defined under Listing Regulations) which is not general in nature, and which indicates that rumours of an impending specific material event or information in terms of the provisions of the Listing Regulations being circulated amongst the investing public. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations, with effect from October 1, 2023.
- J. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

DISCLOSURE OF EVENTS OR INFORMATION

- A. The Company shall ensure prompt disclosure of all material events/ information to the Stock Exchanges as soon as reasonably possible but not later than the timelines prescribed under Reg. 30 (6) of SEBI Listing Regulations.
- B. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- C. All the above disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Archival Policy of the Company.

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PERSONS RESPONSIBLE FOR DISCLOSURE

The Board of Directors of the Company have authorised the Chairman of the Company and compliance officer to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. They are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

DISSEMINATION OF THE POLICY

This policy shall be hosted on the Company's website and employee intranet portal and shall be in conjunction with the applicable regulatory provisions & other policies of the Company.

LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.