AGI INFRA LIMITED

POLICY ON DETERMINATION OF MATERIALITY FOR OF EVENT(S)/INFORMATION

1. Preface

This policy for determining the materiality and disclosing of such events or information ("Policy") has been framed by the AGI Infra Limited in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. Objective

The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges within the time limit as prescribed in this Policy, thereby ensuring a timely and balanced disclosure of all material matters concerning the Company.

This Policy provides guidelines to the Board of Directors of the Company and the Key Managerial Personnel as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the Company and, thereby, the share prices of the Company) as material and make necessary disclosure to the Stock Exchange(s) and on the website of the Company.

In terms of this Policy, the Company endeavors to ensure that it is able to meet its disclosure obligations under Regulation 30 of the Listing Regulations; and establish internal procedures to apprise officers of the Company of their obligations relating to systematic identification, categorization, review and disclosure of events or information which may have a material impact on the performance or operations of the Company and which may materially affect the share prices of the Company.

3. Definition

"Company" shall mean "AGI Infra Limited".

"Board of Directors" shall mean the Board of Directors, of the Company

"Key Managerial Personnel" or "KMP" shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Companies Act, 2013, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP

"Listing Agreement" shall mean an agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designated securities.

"Listing Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Material Event" or **"Material Information"** shall mean such event or information as set out in this Policy or as may be determined in terms of the Listing Regulations. In this Policy, the words, "material" and "materiality" shall be construed accordingly.

"Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act;

"Turnover" shall have the meaning assigned to it in Section 2(91) of the Act;

"Policy" shall mean this policy for determining the materiality and disclosing of events or information.

"Subsidiary" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.

"Stock Exchanges" means BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

"SEBI Disclosure Circular" refers to the Circular issued by SEBI regarding the disclosure of material events/information by listed entities under Regulations 30 and 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This includes SEBI Circular bearing reference No. SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and any subsequent amendments, replacements, or updates to it, as well as any Industry Standard Note issued by the SEBI and published by stock exchanges on their websites, outlining industry standards for such disclosures.

All other words and expressions used but not defined in this policy, but defined in the Act or the Companies Act, 2013, Listing Obligations and Listing Disclosure Requirements, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case maybe.

4. Principles for determination of Materiality of events/information and Disclosure to Stock Exchanges thereunder

Materiality of an event or information, for the purpose of disclosure as per the provision of Listing Regulations, has to be determined on a case to case basis depending on specific facts and circumstances relating to the events/information. To determine whether a particular events/information is material in nature, the following criteria(s) may be considered before the disclosure is made:

a. Deemed to be Material Information:

The events/information specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed to the Stock Exchanges immediately.

These have to be necessarily disclosed without applying any test of materiality.

b. Events/Information on which shall be disclosed upon application of the guidelines for materiality

The events/information stated below and also specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed based on application of materiality criteria.

i. Quantitative Criteria for determining materiality of event or information:

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;

ii. Qualitative Criteria for determining materiality of event or information

i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

ii. 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 under quantitative and qualitative criteria is not applicable, an event or information may be treated as being material if in the opinion of the Designated Officers, who have been delegated authority to determine materiality of event/information by the Board, such event or information is considered material.

d. In addition to the above, as per Paras C and D of Part A of Schedule III of the Listing Regulations, the Company is mandated to disclosure the following:

i. any major developments that are likely to affect 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.;

ii. any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities; and

iii. any other disclosures as may be specified by SEBI from time to time.

e. The Company is required to disclose all events or information with respect to its subsidiaries which are material for the Company;

f. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the Listing Regulations, but which may have material effect on it, the Company should to make adequate disclosures of such events or information immediately;

g. In case an event or information is required to be disclosed by the Company in terms of the provisions of Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company should disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

5. Timelines for disclosure of material events/information to the Stock Exchanges

a. The Company is required to first disclose to the Stock Exchange(s) all events or information which are material in terms of the provisions of Listing Regulations as soon as reasonably

b. possible and in any case not later than the following:

i. 30 (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;

"Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered."

ii. 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

iii. 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

"Provided that if all the relevant information, in respect of claims which are made against the Company 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 Company"

Provided that Disclosure with respect to events for which timelines have been specified in Part A of Schedule III read with Table 1 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, including any amendments and modification thereof, shall be made within such timelines.

c. Disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations or in SEBI Disclosure Circular should be made within such timelines.

d. In case the disclosure is made after the stipulated timeline, the Company would be required to provide an explanation for the delay along with the disclosure.

e. The Company is required to disclose material developments with respect to disclosures made in terms of Regulation 30 of the Listing Regulations and this Policy till such time the event is resolved / closed with relevant explanations.

f. The Company is required to provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any disclosed event / information. The Company may on its own initiative also, confirm or deny any reported event / information to Stock Exchanges and also provide the current stage of such event or information.

g. The promoter, director, key managerial personnel or senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under clause 9 as above and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges

h. Events / information disclosed in terms of this Policy will be hosted on the website of the Company for the minimum period of 5 (five) years and thereafter as per the archival policy of the Company.

6. Guidance on occurrence of event / availability of information

a. The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.

b. In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

c. In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

d. However, considering the price sensitivity involved, for certain events e.g., decision on declaration of dividends etc., disclosures are required to be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

e. In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same will not require disclosure under regulation 30 of the Listing Regulations.

f. The guidance provided by SEBI in the SEBI Disclosure Circular should be consider while determining when an event / information can be said to have occurred for disclosures under regulation 30 of the Listing Regulations.

7. Authority to determine materiality of events/information

a. Following KMPs of the Company ("**Designated Officers**") have been severally authorized by the Board for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchanges disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines:

(a) Managing Director
(b) Chief Financial Officer;
(c) Company Secretary and Compliance Officer

b. The materiality of events/ information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Designated Officers should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The Designated Officers may also, as a collective, consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange(s) Disclosure.

c. Details of the above referred Designated Officers will be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

8. Guidelines for Rumour Verification

The Company shall confirm, deny, clarify upon the material price movement as maybe specified by the Stock Exchange(s) in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material Event or Information, is circulating amongst the investing public, and also provide the current stage of such event or information. The Company shall based on its market capitalization to be determined as per Regulation 4(2) of the Listing Regulations year, comply with such additional disclosure requirements as specified in the proviso to Regulation 30(11) of the Listing Regulations.

9. Amendment

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner, dilute any of the requirements set out under Regulation 30 read with Schedule III of the Regulations.

(This Policy was amended on May 29, 2025)