

APEX FROZEN FOODS LIMITED
POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. PREAMBLE

This Policy is framed pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with Schedule III thereto, as amended from time to time.

The purpose of this Policy is to establish a framework for identification, evaluation and disclosure of material events or information to the stock exchanges, ensuring timely, accurate and adequate disclosure to stakeholders and promoting transparency and good corporate governance.

This Policy shall be hosted on the website of **Apex Frozen Foods Limited** (“Company”) and shall apply to all events or information requiring disclosure under applicable law.

2. DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings assigned below:

2.1 Board Means the Board of Directors of the Company.

2.2 Company Means **Apex Frozen Foods Limited**.

2.3 Control Shall have the meaning assigned under applicable securities laws.

2.4 Directors Means the Directors of the Company, including Independent Directors.

2.5 Key Managerial Personnel or KMP Shall have the meaning assigned under the Companies Act, 2013 and shall include such officers as designated from time to time.

2.6 Senior Management or Personnel means officers and personnel of the Company who are members of its core management team excluding the Board of Directors, and shall also comprise all the members of the management who are one level below Chief Executive Officer or Managing Director or Whole Time Director or Manager and shall also include Chief Executive Officer and Manager, in case they are not part of the Board of Directors and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company..

2.7 Relevant Employees Means employees identified by the Company who may become aware of events or information requiring disclosure and who are responsible for reporting the same to the authorized KMP.

2.8 Material Event or Material Information Means any event or information that requires disclosure under Regulation 30 and Schedule III of the SEBI LODR Regulations.

2.9 Normal Course of Business Means activities undertaken in the ordinary and regular course of the Company's business, considering factors such as business purpose, frequency, historical practice, industry norms, scale, and financial impact.

Words and expressions used but not defined herein shall have the meanings assigned under applicable law.

3. OBJECTIVE AND SCOPE

This Policy is intended to:

- a) identify events or information that require disclosure;
- b) establish criteria for determining materiality;
- c) ensure timely dissemination of material information to stock exchanges;
- d) assign responsibilities for identification, escalation and disclosure;
- e) ensure consistency with the Company's Code of Fair Disclosure and Insider Trading framework.

This Policy shall apply to all events or information that meet the criteria for disclosure under the section relating to disclosure of events or information to the Stock Exchanges.

This Policy shall be read in conjunction with the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, framed in accordance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

4. AUTHORIZED PERSONS FOR DETERMINING MATERIALITY

Pursuant to Regulation 30(5) of the SEBI Listing Regulations, the following officials are authorized to determine materiality and make disclosures on behalf of the Company:

- Managing Director
- Chief Financial Officer
- Company Secretary & Compliance Officer

The above persons are jointly and severally authorized to:

- a) assess whether an event or information is material;
- b) determine whether disclosure is required;
- c) finalize contents of disclosures;
- d) seek internal or external advice where necessary;

- e) provide updates on continuing events;
- f) respond to queries raised by stock exchanges;
- g) confirm, deny or clarify market rumors, where applicable.

Contact details of the authorized persons shall be disclosed separately on the Company's website and updated from time to time.

5. Powers and Responsibilities of Authorized Persons

The persons authorized under this Policy shall be responsible for assessing the materiality of events or information and ensuring timely and appropriate disclosures to the Stock Exchanges. Their roles and responsibilities shall include the following:

- a) **Evaluating potential material events or information** and determining whether such events or information require disclosure under applicable regulatory requirements, based on the facts and circumstances existing at the relevant time.
- b) **Assessing whether any event or information constitutes unpublished price sensitive information (UPSI)** under the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- c) **Approving and finalizing the contents of disclosures** to be submitted to the Stock Exchanges, ensuring that such disclosures are accurate, adequate, timely, and compliant with applicable laws, while safeguarding confidential business information where appropriate.
- d) **Seeking assistance or inputs** from internal departments, senior management, legal counsel, advisors, or any external experts, whenever necessary for evaluating an event or preparing the required disclosure.
- e) **Determining the appropriate timing for disclosure** of material events or information, having regard to the nature of the event and the timelines prescribed under applicable law.
- f) **Monitoring disclosed events on an ongoing basis** and ensuring that any subsequent developments, material updates, modifications, or closure of such events are promptly communicated to the Stock Exchanges.
- g) **Identifying and disclosing any event or information that may warrant disclosure**, even if not specifically listed under applicable regulations, where such disclosure is necessary to maintain transparency or may reasonably influence investor decisions or market behaviour.
- h) **Reviewing material events or information relating to subsidiaries** and determining whether such matters require disclosure from the perspective of the Company.
- i) **Responding to queries or clarification requests** received from Stock Exchanges or regulatory authorities in relation to any disclosure made or required to be made under this Policy.

j) **Confirming, clarifying, or denying market speculation, media reports, or rumors**, where such action is considered necessary or required under applicable regulatory provisions.

k) **Recommending amendments or updates to this Policy** to ensure continued alignment with applicable legal, regulatory, and governance requirements.

6. DISCLOSURE OF MATERIAL EVENTS OR INFORMATION

The Company shall disclose events or information in accordance with Part A of Schedule III of the SEBI Listing Regulations.

6.1 Events deemed material

Events specified in Para A of Part A of Schedule III shall be disclosed without applying any materiality test.

6.2 Events requiring application of materiality criteria

Events specified in Para B of Part A of Schedule III shall be disclosed after applying the materiality criteria set out in this Policy.

(A) Qualitative Criteria

An event or information shall be considered material if:

- a) omission is likely to result in discontinuity or alteration of information already publicly available;
- b) omission is likely to result in significant market reaction if it becomes known later; or
- c) in the opinion of the Board or authorized KMP, the event or information is material.

(B) Quantitative Criteria

Without prejudice to qualitative assessment, an event or information shall generally be considered material if its value or expected impact exceeds the lower of:

- a) **2% of turnover**, based on the latest audited consolidated financial statements;
- b) **2% of net worth**, based on the latest audited consolidated financial statements (except where net worth is negative);
- c) **5% of average absolute profit or loss after tax**, based on the last three audited consolidated financial statements.

Where the qualitative or quantitative criteria specified above do not expressly apply, an event or information may nevertheless be considered material if, in the opinion of the Board of Directors or the Authorized Persons, such event or information is deemed material having regard to its nature, potential impact, or relevance to investors and stakeholders.

The materiality thresholds prescribed under this Policy may vary from time to time based on changes in the Company's turnover, net worth, or profit/loss as reflected in its latest audited consolidated financial statements. Accordingly, an event or information that may not have met the materiality threshold in an earlier period may subsequently become material due to a reduction in the applicable threshold and shall thereafter be subject to disclosure requirements under this Policy.

Conversely, where the applicable materiality threshold increases in a subsequent period, the Company shall continue to provide necessary updates or disclosures in respect of any continuing event or information that had already been disclosed earlier, until such event or matter is duly resolved or closed.

6.3 Other Material Events

The Company shall disclose to the Stock Exchanges any other event or information that may materially affect its business, operations, financial position, reputation, or the interests of its investors, including but not limited to the following:

- i. Any change in accounting policies or practices that may have a material impact on the financial statements or financial position of the Company.
- ii. Any significant development or occurrence which, in the opinion of the Company, is likely to materially affect its business, operations, or prospects.
- iii. Any material information exclusively available to the Company, the disclosure of which may be necessary to enable investors to make informed decisions or to prevent the creation of a false market in the securities of the Company.

For determining whether any such event or information is material under this category, the Company shall apply the relevant qualitative and quantitative criteria prescribed under this Policy, along with any additional parameters as may be considered appropriate by the Board or the Authorized Persons from time to time.

6.4 Additional Disclosure Requirements

In addition to the disclosures specified above, the Company shall also make the following disclosures, as applicable:

- i. Any event or information required to be disclosed under applicable regulatory provisions, including those specified by the Securities and Exchange Board of India from time to time under Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Any event or information not specifically covered under the prescribed disclosure requirements, but which, in the opinion of the Board or the Authorized Persons, is material or likely to have a significant impact on the Company.

iii. Material events or information relating to the Company's subsidiary(ies), where such events are considered material from the perspective of the Company. For this purpose, subsidiary-level events shall be evaluated based on applicable regulatory requirements and the materiality criteria prescribed under this Policy.

iv. Regular updates on previously disclosed material events, including any significant developments, progress, changes, or final resolution, until such event or matter is fully concluded or closed.

v. Disclosures arising from communications received from regulatory, statutory, enforcement, or judicial authorities, where disclosure is required under applicable law, unless such disclosure is specifically restricted or prohibited by the concerned authority.

vi. Disclosure of agreements or arrangements entered into by shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees, or entities within the Company's group structure, whether with the Company or third parties, where such agreements directly or indirectly affect the management, control, governance, or obligations of the Company, including any amendment, rescission, or modification thereof, as required under applicable regulations.

vii. Timely and appropriate responses to queries, clarification requests, or observations received from the Stock Exchanges regarding any disclosed or reportable event or information.

viii. Voluntary confirmation, clarification, or denial of media reports, market speculation, or publicly circulating information, where the Company considers such disclosure necessary in the interest of transparency or investor protection.

ix. Confirmation, denial, or clarification of market rumours, as may be required under applicable law, particularly where the Company is subject to such regulatory obligations based on prescribed market capitalization thresholds. Where a rumour relates to a specific impending material event or information and is confirmed by the Company, the current status or stage of such event shall also be disclosed.

7. Timelines for Disclosure

The Company shall disclose all events or information determined to be material under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this Policy to the Stock Exchanges as promptly as possible and, in any case, within the timelines prescribed below:

i. Events requiring Board approval

- a) In respect of material events or information arising out of meetings of the Board of Directors, disclosure shall be made within 30 (thirty) minutes from the closure of the Board Meeting at which the relevant decision is taken.
- b) Where the Board Meeting concludes after normal trading hours but at least three (3) hours prior to the commencement of trading on the next trading day, disclosure shall be made within 3 (three) hours from the closure of such meeting, in accordance with applicable regulatory requirements.
- c) In cases where a Board Meeting extends over more than one day, disclosures relating to matters considered and approved on a particular day, including financial results, shall be made within the applicable prescribed timeline calculated from the closure of the meeting for that respective day.

ii. Events or information originating within the Company

Material events or information emanating from within the Company shall be disclosed within 12 (twelve) hours from the occurrence of such event or information.

iii. Events or information originating outside the Company

Material events or information not originating from within the Company, including those arising from external sources, shall be disclosed within 24 (twenty-four) hours from the time the Company becomes aware of such event or information.

iv. Litigation or dispute-related disclosures

Where all relevant information relating to claims made against the Company under any litigation or dispute (other than tax-related litigation or disputes), as specified under applicable regulatory provisions, is maintained in the structured digital database of the Company in accordance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the required disclosure to the Stock Exchanges shall be made within 72 (seventy-two) hours from receipt of the relevant notice or communication.

v. Specific timelines prescribed under applicable law

For any event or information where a specific disclosure timeline has been prescribed under applicable law or by regulatory authorities, the Company shall ensure disclosure within such prescribed timelines together with all required details and supporting information.

The Company shall make all reasonable efforts to ensure timely and accurate disclosure of material events and information. In the event of any delay in making a required disclosure, the Company shall provide to the Stock Exchanges an appropriate explanation specifying the reasons for such delay, along with the delayed disclosure.

8. Identification of the Point of Occurrence of Events or Information

For the purpose of disclosures under Regulation 30 read with Schedule III of the SEBI Listing Regulations, the timing of occurrence of an event or information shall be determined based on the nature and source of such event, including whether it originates internally within the Company or externally.

Certain events may require disclosure at different stages, such as upon approval by the Board and subsequently upon approval by the shareholders. In such cases, the Company shall make disclosure at each relevant stage, clearly indicating whether any further approvals are pending.

A. Events or Information Originating Internally

The occurrence of an event or information arising from within the Company shall generally be determined as follows:

i. Events requiring internal approvals

Where an event or transaction requires approval of the Board of Directors, the event shall be deemed to have occurred upon such approval.

In cases where both Board approval and shareholders' approval are required, the Company shall first disclose the event upon approval by the Board, specifying that the matter is subject to shareholders' approval, and shall make a subsequent disclosure once such approval is obtained.

ii. Price-sensitive matters

Events of a price-sensitive nature, including but not limited to declaration of dividend or financial decisions affecting investors, shall be considered to have occurred immediately upon approval by the Board, irrespective of any subsequent approvals that may be required.

iii. Events involving operational disruptions or unforeseen circumstances

Events such as natural disasters, fire, strikes, cyber incidents, accidents, or other disruptions shall be considered to have occurred when the Company becomes aware of such event or receives sufficient information to assess its materiality.

B. Events or Information Originating Externally

Where the event or information originates outside the Company, it shall be deemed to have occurred when the Company becomes aware of it, or when any officer or employee of the Company, in the course of performing their duties, ought reasonably to have become aware of such event or information.

For this purpose, awareness by any employee or officer possessing relevant information may be considered sufficient to trigger the internal reporting and materiality assessment process, and shall not be limited only to the knowledge of Directors or Key Managerial Personnel.

9. Monitoring of Market Rumours

The Company may designate an appropriate official or department responsible for monitoring reports appearing in mainstream media and identifying any rumors or reports relating to potential material events or information concerning the Company. Such official or department shall promptly inform the Authorized Persons to enable timely assessment and, where required, appropriate disclosure or clarification. The Company may also implement suitable internal systems or engage external service providers for monitoring media reports and market developments for this purpose.

10. Responsibilities of Relevant Employees and Designated Key Managerial Personnel

The Company shall identify and designate employees across various business units, departments and functions ("Relevant Employees") who shall be responsible for identifying any event or information that may potentially qualify as material under Part A of Schedule III of the SEBI Listing Regulations and promptly reporting the same, along with relevant supporting details, to the authorised Key Managerial Personnel for assessment of materiality.

The Company shall ensure that such Relevant Employees are adequately informed and periodically sensitized regarding the requirements of this Policy, including the nature of reportable events, applicable disclosure triggers, and the process to be followed for timely internal escalation.

The Key Managerial Personnel authorised by the Board shall review the events or information reported by the Relevant Employees and determine, based on the criteria set out in this Policy and applicable law, whether such event or information qualifies for disclosure to the stock exchanges.

Upon completion of such assessment, the Company Secretary or any other person authorised for this purpose shall make the necessary disclosures to the stock exchanges within the prescribed timelines.

11. Website Disclosures

All events or information disclosed by the Company to the Stock Exchanges pursuant to this Policy shall also be made available on the Company's website in accordance with the applicable provisions of the SEBI Listing Regulations.

Such disclosures shall remain hosted on the Company's website for a minimum period of five years and thereafter shall be maintained, archived, or removed in accordance with the Company's applicable archival policy and record retention practices.

While making such disclosures, the Company shall also ensure compliance with all other applicable statutory, regulatory, and governance requirements, including any directions, circulars, or guidelines issued by relevant regulatory authorities from time to time.

To facilitate effective implementation of this Policy, the Company may establish and maintain appropriate internal standard operating procedures or guidance mechanisms setting out, among other things, the responsibilities of employees, identification of disclosure triggers, reporting protocols, and quantitative thresholds relevant for assessing materiality

12. Amendments to the Policy

The authorized Key Managerial Personnel shall review this Policy from time to time to ensure that it remains in compliance with the SEBI Listing Regulations and any amendments, circulars, or clarifications issued by the Securities and Exchange Board of India.

Any changes required to this Policy shall be placed before the Board for its approval. Upon approval by the Board, such amendments shall become effective and form part of this Policy.

In case of any subsequent amendment or modification in the applicable laws or regulations, the same shall automatically apply to this Policy to the extent relevant.