SUNDROP BRANDS LIMITED
(FORMERLY KNOWN AS AGRO TECH FOODS LIMITED)
31, SAROJINI DEVI ROAD, SECUNDERABAD – 500 003, TELANGANA
CIN: L15142TG1986PLC006957
Tel: 91 40 66650240,
www.sundropbrands.com

POLICY FOR DETERMINING MATERIALITY OF AN EVENT / INFORMATION ("The Policy")

1) Preamble and Applicability:

This policy is framed by the Company pursuant to Regulation 30(4)(ii) and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder and amendments notified therein ("Listing Regulations") to ensure disclosure of any event / information which, in the opinion of the Board of Directors of the Company is **Material** to ensure transparency in the operations of the Company to the investing public at large.

2) Definitions:

(i) **"Act"** means The Companies Act, 2013 including any statutory modification or re-enactment thereof.

(ii) **"Subsidiary Company"** means Subsidiary company or subsidiary in relation to any other company (that is to say the holding company), in which the holding company as ascribed under the Companies Act, 2013 and the Listing Regulations-

a. Controls the composition of the Board of Directors; or
b. Exercises or controls more than one half of the total share capital either on its own or together with one or more of its subsidiary companies;

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed.

Explanation- For the purpose of this definition-

1. A company shall be deemed to be a subsidiary company of the holding company even if the control referred to in clause (a) or (b) above is of another subsidiary company of the holding company;
2. The composition of a company's Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion, can appoint or remove all or a majority of the directors;
3. The expression "company" includes any body corporate;
4. "layer" in relation to holding company means its subsidiary or subsidiaries.

(iii) **"Holding Company"** means in relation to one or more other companies, a company of which such company(s) are subsidiary(s) companies.

(iv) **"SBL/ the Company"** means Sundrop Brands Limited.

(v) **"Board"** means the Board of Directors of Sundrop Brands Limited.

(vi) **"Material Event/ Information"** means an event or information which satisfies the criteria for materiality under Regulation 30 of the Listing Regulations and includes events specified in Part A and Part B of Part A of Schedule III or any other event/ information which in the opinion of the Board/ Key Managerial Personnel is material.

(vii) **"Regulations"** means the Listing Regulations as notified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3) Basis/ Guidelines of Determining Materiality of an event / information

This Policy lays down the basis for determining Materiality of an event /information of SBL and related issues as specified under Regulation 30 of the Listing Regulations.

Qualitative criteria:

(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 and Key Managerial Personnel of listed entity, the event / information is considered material.

Quantitative criteria:

An event or information specified in Para B of Part A of Schedule III shall also be considered material if its financial impact exceeds the lower of:

(a) 2% of turnover as per the last audited consolidated financial statements of the listed entity; or
(b) 2% of net worth (*except where arithmetic value of net worth is negative)* as per the last audited consolidated financial statements of the listed entity; or
(c) 5% of the average of the absolute value of profit/ loss after tax of the listed entity for the last three audited consolidated financial statements.

On the basis of the above, SBL shall determine `materiality' for disclosure.

4) Disclosure of Events / Information (which shall be adhered to as per amendments under Listing Regulations from time to time)

As per Regulation 30(6) of the Listing Regulations, SBL shall first disclose with the stock exchange(s) all events or information which are material in terms of the provisions of the Listing Regulations as soon as reasonably possible and in any case not later than the following:

a. 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/ if the closure of the meeting of the Board of

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Directors is after trading hours and more than 3 hours before the next trading hours then within 3 hours of closure;

b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within SBL;

c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within SBL.

The details that need to be provided while disclosing events given in Part A of Schedule III shall be as set out in as per SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026.

The disclosure with respect to events for which timelines have been specified in Para A & Para B of Part A of Schedule III of the Listing Regulations shall be made within prescribed timelines as set out in as per SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026.

Further, in case the disclosure is made after the timelines specified under aforesaid regulation, SBL shall, along with such disclosure provide an explanation for the delay.

SBL shall, with respect to disclosures referred to in aforesaid regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

SBL shall disclose all events or information with respect to its subsidiaries which are material for the Company.

The events or information specified in Para A of Part A of Schedule III of the Listing Regulations, as per SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 will be disclosed without the application of any materiality thresholds, as these are “deemed” to be material events.

The events or information specified in Para B of Part A of Schedule III of the Listing Regulations, as per SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 will be disclosed based on application of the materiality criteria, as laid out in the Policy below.

In case an event occurs or an information is available with the SBL, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the SBL is required to make adequate disclosures in regard thereof.

In addition to the above, Para C and D of Part A of Schedule III of the Listing Regulations mandate disclosure of the following:

- major developments that are likely to affect business;
- any change in accounting policies that may have a significant impact on the accounts of SBL;
- any other information which is exclusively known to SBL which may be necessary to enable the holders of securities of SBL to appraise its position and to avoid the establishment of a false market in such securities; and
- any other disclosures as may be specified by SEBI from time to time.

It is clarified that as regards any event / information, only such impact which is direct and perceivable, and not remote, shall be considered.

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In case an event or information is required to be disclosed by the SBL in terms of the provisions of Regulation 30, 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.

5) Events / information which shall be disclosed to the Stock Exchange(s):

A. EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF MATERIALITY AS SPECIFIED IN POINT 3 ABOVE

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity or sale of stake in the associate SBL or any other restructuring.

   Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean-

   (i) acquiring control, whether directly or indirectly; or,
   (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

      (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
      (b) there has been a change in holding from the last disclosure made above and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Rating(s) or Revision in Credit Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
   a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched.
   b. any cancellation of dividend with reasons thereof.
   c. the decision on buyback of securities.
   d. the decision with respect to fund raising proposed to be undertaken.
   e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched.
   f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to.
   g. short particulars of any other alterations of capital, including calls.
   h. financial results.
   i. decision on voluntary delisting by the listed entity from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity),

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agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by the listed entity, its director, promoter, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel or promoter, senior management or director whether occurred in India or abroad.
7. Change in Director(s), Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. As specified in sub-para 9 of Para A of Part A of Schedule III of the Listing Regulations.
10. Corporate debt restructuring.
11. One time settlement with a bank.
12. Reference to BIFR and winding-up petition filed by any party / creditors.
13. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
14. Proceedings of Annual and extraordinary general meetings of the listed entity.
15. Amendments to memorandum and articles of association of listed entity, in brief.
16. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

B. EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division or subsidiary (in entirety or in piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Pendency of any Litigation(s) / dispute(s) / regulatory action(s) or outcome thereof which may have an impact on the listed entity.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any (Share Based Employee Benefit (SBEB) Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues etc to any regulatory, statutory, enforcement or judicial authority.

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C. SBL shall disclose any other information / event, viz. major developments that are likely to affect its business, e.g. emergence of new technologies, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusive to SBL which may be necessary to enable its shareholders to appraise its position and to avoid the establishment of a false market in its securities.

D. Notwithstanding the above, SBL shall make disclosures of any other event/information which may have a material effect directly or due to its subsidiaries or as may be specified by the Board from time to time.

SBL shall with respect to disclosures referred to this point shall make disclosures updating material developments on a regular basis, till such time the event is resolved / closed, with the relevant explanation.

6) Manner of disclosure of any event / information

The Board at its meeting held on November 05, 2026, had authorised the following Key Managerial Personnel (KMP) jointly / severally to determine the materiality of any event / information and any of them are authorised to make the relevant disclosures for the purpose of compliance with this Policy to the Stock Exchange(s). The below details are also uploaded on the website of the Company at https://www.sundropbrands.com/disclosure-under-regulation.aspx. The authorised Key Managerial Personnel shall also ensure that the information is thereafter posted on the SBL's website as well.

SL. NO.	NAME OF THE KMP	DESIGNATION	CONTACT DETAILS
1.	Mr. Nitish Bajaj	Group Managing Director	Sundrop Brands Limited *(formerly known as Agro Tech Foods Limited)*, 31, Sarojini Devi Road, Secunderabad-500003, Telangana. Tel. No. 040-66650240 Email – investorredressal@sundropbrands.com Website – www.sundropbrands.com
2.	Mr. Asheesh Kumar Sharma	Executive Director & CEO	
3.	Mr. KPN Srinivas	Chief Financial Officer	
4.	Ms. Kavita	Company Secretary & Compliance Officer	

7) Information

The materiality policy shall be uploaded on the company's website and a web link thereto shall also be provided in the Annual Report. All the events / information disclosed to the Stock Exchange(s) shall also be uploaded on the SBL's website and shall be hosted for at least 5 years and such other period as may be specified read in conjunction with the preservation of documents policy of SBL.

8) Amendment

SBL reserves the right to amend or modify this Policy as a whole or in part, at any point of time.

Any new regulation / circular issued by SEBI shall be deemed to have been included in the Policy immediately upon their issuance, without waiting for formal approval of the Board. The provisions in

the Policy are in addition to, and not in derogation of, other applicable laws.

In case of any subsequent changes in the Companies Act or Listing Regulations or any other regulations which makes any of the provisions in this Policy inconsistent with the Companies Act or Listing Regulations, or any other regulations, then the provision of the Companies Act or Listing Regulations or other regulations would prevail over this Policy and the provisions of this Policy would be modified in due course to make it consistent with law. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Pursuant to such amendments or modifications, the Company Secretary shall carry out the necessary changes to this Policy, as may be required.

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