

POLICY FOR DETERMINING MATERIALITY OF EVENTS:

1. PREAMBLE:

In accordance with the requirement of Regulations 30 (4) (ii) and 30 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has formulated this policy

- a. To determine the disclosure framework for the Company with respect to determining materiality of events or information for accurate and timely disclosure of the same to the stakeholders.
- b. To assist relevant employees in identifying any potential material event / information and report the same to authorised Key Managerial Personnel.

2. DEFINITIONS:

- 2.1 "Company" means IP Rings Limited.
- 2.2 "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015.
- 2.3 All words and expressions used in this policy shall have its meaning as defined in the SEBI Act, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and / or the rules and regulations made thereunder 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 may be.

3. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:

- 3.1 The Company shall consider the following to determine the materiality of any event/ information;
 - a) Whether omission of disclosure is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b) Whether there would be a 'significant market reaction' if such event / information is known to public on a later date; or
 - c) Whether the omission of an event / information, has value or the expected impact value exceeding the lower of the following:
 - (i) Two percent of the turnover as per the last audited consolidated Financial Statement.
 - (ii) Two percent of net worth as per the last audited consolidated financial statements except in case the arithmetic value of the net worth is negative.
 - (iii) Five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements.

- d) In any other case, where the Board of Directors are of the opinion that such event / information is material.

[Threshold shall be determined on the basis of audited consolidated financial statements of last audited financial year. However, if the company has not prepared consolidated financial statements in the last financial year, the threshold may be determined on the basis of audited standalone financial statements.]

4. MATERIAL EVENTS (AS SCHEDULE III OF THE LISTING REGULATIONS):

4.1 The following Events are to be disclosed to the stock exchange without any application of criteria mentioned in point 3.

S.NO	EVENTS	TIMELINE
1.	Acquisition(s)(including agreement to acquire), Scheme of Arrangement(amalgamation/merger/demerger/restructuring, sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours *
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.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	Within 30 Minutes of the conclusion of Board Meeting
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), 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly,	Within 12 hours * (for agreements where listed entity is a party);

	<p>which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p>	<p>Within 24 hours (for agreements where listed entity is not a party).</p>
6.	<p>Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.</p>	<p>Within 24 hours</p>
7.	<p>Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.</p>	<p>Within 12 hours * (except in case resignation); Within 24 hours (in case of resignation)</p>
7A.	<p>In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.</p>	<p>Within 24 hours from the receipt of the letter.</p>
7B.	<p>Resignation of independent director including reasons for resignation.</p>	<p>Within 7 days of such resignation comes into effect.</p>
7C.	<p>Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.</p>	<p>Within 7 days of such resignation comes into effect.</p>
7D.	<p>In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).</p>	<p>Within 12 hours *</p>
8.	<p>Appointment or discontinuation of share transfer agent.</p>	<p>Within 12 hours *</p>
9.	<p>Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.</p>	<p>Within 24 hours</p>
10.	<p>One time settlement with a bank.</p>	<p>Within 24 hours</p>
11.	<p>Winding-up petition filed by any party / creditors.</p>	<p>Within 24 hours</p>

12.	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.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III of the Listing Regulations
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: 1. search or seizure; or 2. re-opening of accounts under section 130 of the Companies Act, 2013; or 3. investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management,	Within 24 hours

	<p>promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <ul style="list-style-type: none"> (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or <p>any other similar action(s) by whatever name called;</p>	
21.	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours *

4.2 The following Events are to be disclosed to the stock exchange with application of criteria mentioned in point 3.

S.NO	EVENTS	TIMELINE
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *
2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements

		where listed entity is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours*
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours*
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours*

4.3 Any other Event/ Information:

S.NO	EVENTS	TIMELINE
1.	Any other information/event viz. major development that is 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. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 hours

4.4 Event / information not specified above:

S.NO	EVENTS	TIMELINE
1.	The company may make disclosures of event/information (not specified above) as specified by the Board from time to time	Timeline as specified by the Board.

* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

5. AUTHORIZATION TO KMP FOR DETERMINING MATERIALITY OF AN EVENT OR INFORMATION:

In terms of Regulation 30(5) of the Listing regulations, the Board of Directors of the Company have authorized Chief Financial Officer and Company Secretary of the Company in consultation with **Mr. A Venkataramani**, Managing Director of the Company, for the purpose of determine materiality of event or information in accordance with this policy, assist the board in deciding disclosure of the same and monitor implementation of the policy, from time to time.

The contact details of the persons mentioned above are disclosed to the stock exchange(s) and the Company's website.

6. WEBSITE UPDATION:

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document archival policy of the Company.

Amendments:

The Company reserves the right to modify and/or amend this document at any time subject to the applicable provisions the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy has been prepared in line with LODR Regulations. In case of any amendments to regulation 30 which renders the policy inconsistent, LODR shall prevail over the policy.

Initial Policy adopted on **May 8, 2023**.

Amendment effective from **February 12, 2026**