
POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION
(MATERIALITY POLICY)

Under Regulation 30(4) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time

Policy on Materiality of disclosures of events or information

1. PREAMBLE

Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), mandates a listing entity to frame a policy, based on criteria specified therein and the policy needs to be approved by the Board of Directors of Interarch Building Products Limited (the “Company”). The Company had adopted the policy for determining the events and information which are material and price sensitive on 28th October, 2024. The Policy is also required to be hosted on the website of the Company.

The determination of materiality is for the purpose of determining the events and information which are material and price sensitive for the purpose of making disclosure to BSE Limited and National Stock Exchange of India Limited. The Policy applies in respect of disclosure of material events occurring within the Company and its subsidiaries (if any).

This policy is in addition to, and does not derogate from, the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which deals with dissemination of Unpublished Price Sensitive Information (also referred to as material non–public information). This Policy shall come into force from the date of listing of equity shares of the Company on the stock exchanges.

Recently, SEBI vide its circular dated December 12, 2024 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to which the Listed entities are required to adopt a revised Policy for Determination of Materiality of Events and Information.

All other words and expressions used that are not defined in this Policy, but defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the SEBI Act, 1992, the 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.

2. CRITERIA FOR DETERMINATION OF MATERIALITY

Materiality must be determined on a case-to-case basis depending on the material facts and circumstances pertaining to the information or event. The Company shall consider the following criteria for determination of materiality of events/ information which are subject to the factors mentioned below:

I. QUALITATIVE CRITERIA

(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; or

II. QUANTITATIVE CRITERIA

(iii) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

(iv) 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;

(v) 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;

(vi) 5% (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.

(vii) In case where the criteria specified in (a), (b) and (c) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event/information is considered material.

(viii) Notwithstanding anything stated above, the Board of Directors of the Company may prescribe any other criteria, from time to time, to determine materiality of events/information under this Policy. However, such criteria shall not dilute the requirements prescribed under the SEBI LODR Regulations.

3. DISCLOSURE OF EVENTS OR INFORMATION

The Company shall make disclosures of any events or information which in the opinion of the Board of Directors is material or required under the SEBI LODR Regulations.

The Company will also disclose to the Stock Exchanges, with respect to its Subsidiaries, events and information which are material for the Company (if any).

The SEBI LODR Regulations and any **and any amendment thereto** have divided the events that need to be disclosed as follows:

Category 1: Events have to be necessarily disclosed without applying any test of materiality. The events indicated in Para A of Part A of Schedule III of the SEBI LODR Regulations and any amendment thereto.

Category 2: Events should be disclosed upon application of the guidelines for materiality as stated in the above clause 2. These events are indicated in Para B of Part A of Schedule III of the SEBI LODR Regulations and any amendment thereto.

4. TIME LIMIT FOR THE DISCLOSURE

The Company shall disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this policy and Regulation 30 of SEBI LODR Regulations as soon as reasonably 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 of the Company for all material events/ information for which decision is taken in a Board meeting ;

(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.

However, the disclosure with respect to events for which timelines have been specified in Part A of Schedule III of SEBI LODR Regulations shall be made within such timelines as may be specified from time to time. In case the disclosure is made after the time limit specified under Regulation 30 of SEBI LODR Regulations, the Company shall, along with such disclosure provide the explanation for the delay.

5. AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION:

The Board of Directors of the Company has authorised Chief Financial Officer ('CFO') and the Managing Director ("Authorised Persons") to determine the materiality of an event or information and to make appropriate disclosures on a timely basis. The Authorised Persons are empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they deem fit. Details of the Authorised Persons shall be disclosed to the Stock Exchanges and on the Company's website.

6. PROCEDURE FOR DISCLOSURE

In order to ensure that the Company complies with the disclosure obligations under Regulation 30 of the SEBI LODR Regulations an any amendment thereto, an internal system to determine the materiality of an event or information is made.

Under the system, all senior management personnel who are responsible for relevant areas of the Company's operations must report immediately to the "Authorised Persons" and Company Secretary, about occurrence of any event or information which in his opinion may require disclosure.

On receipt of communication of such event or information, the matter will be reviewed and assessed by the "Authorised Persons" in regard to its accuracy and materiality of such event or information in terms of this policy. Where the Company is not certain about materiality of event/information, it may refer the matter for the external legal advice expeditiously. On completion of the assessment, the Company Secretary shall, if required, make appropriate disclosure(s) to the stock exchanges.

7. POLICY REVIEW

The Authorized Persons may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors of the Company. If there is any inconsistency between the terms of the Policy and the SEBI LODR Regulations, the provisions of the SEBI LODR Regulations shall prevail. Any amendments to the SEBI LODR Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy

8. WEBSITE

As per the provisions of the SEBI LODR Regulations, the Policy shall be disclosed on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to Stock Exchanges under the SEBI LODR Regulations and such disclosures

shall be made available on the website of the Company for a period of five years and thereafter as per the Documentation Retention and Archival Policy of the Company.

9. AMENDMENT

The Board of Directors on its own and / or as per the recommendations of the Committee can amend this policy, as and when deemed fit. In case of any amendments(s), clarification(s), circulars(s) etc, issues by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circulars(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), clarifications(s), circular(s) etc