



MATERIALITY POLICY

INTRODUCTION

This policy (the “**Policy**”) has been formulated to define certain materiality policies in respect of the proposed initial public offering of the equity shares of Virupaksha Organics Limited (the “**Company**”), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), in respect of the following:

- A. Identification of group companies to be disclosed in the Issue Documents (defined below);
- B. Identification and disclosure of legal proceedings involving the Company, its subsidiaries, its promoters and directors (“**Relevant Parties**”), key managerial personnel and senior management, including ‘material legal proceedings’ involving the Relevant Parties; and
- C. Identification of outstanding dues to creditors.

APPLICABILITY

The board of directors of the Company (the “**Board**”) at their meeting held on September 26, 2025 discussed and approved this Policy. This Policy shall be effective from the date of its approval by the Board.

In this Policy, the term “**Issue Documents**” shall mean the draft red herring prospectus, the red herring prospectus and the prospectus, and includes any addendum or corrigendum thereto, to be filed and/or submitted by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Telangana at Hyderabad and/or stock exchanges where the equity shares of the Company are proposed to be listed, as applicable and (ii) “**Restated Consolidated Financial Information**” shall mean the restated consolidated financial information of the Company and its subsidiaries, as disclosed in the relevant Issue Document.

All other capitalised terms not specifically defined in this Policy shall have the meanings ascribed to such terms in the Issue Documents.

A. Identification of companies to be disclosed as group companies of the Company

Requirement:

The SEBI ICDR Regulations define “group companies” as “*such companies (other than promoter(s) and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer*”.

Therefore, for the purpose of disclosure in the Issue Documents and as per the requirements of the SEBI ICDR Regulations, the following shall be considered group companies of the Company:

- (i) such companies (other than any promoter(s) or subsidiaries of the Company, as applicable) with which there were related party transactions, during the period for which financial information will be disclosed in the Issue Documents, as covered under the Indian Accounting Standard (Ind AS) 24; and

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Hyderabad-500037, Telangana, India; Ph: 040 23075816

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(ii) any other company as considered material by the Board, in terms of the policy laid down below.

Policy on materiality for identification of companies to be disclosed as group companies of the Company:

With respect to point (ii) above, for the purpose of disclosure in the Issue Documents, a company (other than the companies covered under the schedule of related party transactions) shall be considered “material” and will be disclosed as a ‘Group Company’ (other than any promoter(s) or subsidiaries of the Company, as applicable) in the Issue Documents if it is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and with which the Company has entered into one or more related party transactions during the last completed financial year and the stub period, if any (covered in the Restated Consolidated Financial Information), included in the Issue Documents, which individually or in the aggregate, exceed 10% of the revenue from operations of the Company, for the last completed financial year and the stub period, as applicable, as included in the Issue Documents.

The relevant financial information of the group companies identified, based on the above approach, will be disclosed on the website of respective group companies / Company’s website in accordance with the SEBI ICDR Regulations.

B. Identification and disclosure of legal proceedings involving the Relevant Parties, key managerial personnel and senior management, including ‘material legal proceedings’ involving the Relevant Parties

Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company shall disclose the following outstanding litigations involving the Relevant Parties in the Issue Documents:

- (i) all criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any other judicial authority);
- (ii) all actions (including all penalties and show-cause notices) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative or enforcement authorities);
- (iii) disciplinary actions including penalties imposed by SEBI or stock exchanges against the promoters in the last five financial years preceding the relevant Issue Documents including outstanding actions;
- (iv) outstanding claims and proceedings related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount involved in such cases and in descriptive manner for cases that exceed the Materiality Amount; and
- (v) other pending litigation (including civil litigation or arbitration proceedings) based on lower of the threshold criteria mentioned below –
 - a. As per policy of materiality defined by the Board and disclosed in the Issue Documents; or
 - b. Litigation where the value or expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the latest annual restated consolidated financial statements of the Company; or

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- ii. two percent of net worth, as per the latest annual restated consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative; or
- iii. five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the Company.

Additionally, in accordance with the SEBI ICDR Regulations, the Company shall also disclose the following outstanding legal proceedings in the Issue Documents: (i) all criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any other judicial authority) involving the key managerial personnel and senior management of the Company; and (ii) all actions (including all penalties and show-cause notices) by regulatory and statutory authorities (including any judicial, quasi-judicial, administrative or enforcement authorities) against the key managerial personnel and senior management of the Company.

Further, as per the requirements of the SEBI ICDR Regulations, the Company shall also disclose such outstanding litigations involving the Group Companies, which has a material impact on the Company. Any pending litigation involving the group companies (as identified above) would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Issue Documents, if an adverse outcome from such pending litigation would materially and adversely affect the business, prospects, operations, performance, financial position or reputation of the Company in accordance with provisions of the SEBI ICDR Regulations.

Policy on materiality for identification of material outstanding litigation involving the Company, its subsidiaries, its promoters and directors (excluding criminal proceedings, actions by statutory / regulatory authorities and disciplinary actions imposed by SEBI or stock exchanges against the promoters):

Other than the litigations mentioned in points (i) to (iv) above, for the purpose of point (v) above, any pending litigation / arbitration proceedings involving the Relevant Parties, the value or expected impact in terms of value of which, would be considered 'material' for the purpose of disclosure in the Issue Documents, if:

- (a) the aggregate monetary claim / amount in dispute, to the extent quantifiable, made by or against the Relevant Parties in any such pending litigation / arbitration proceeding is equivalent to or above (i) 2% of the turnover of the Company, as per the latest annual Restated Consolidated Financial Information; or (ii) 2% of net worth of the Company, as per the latest annual Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (iii) 5% of the average of absolute value of profit or loss after tax for the last three financial years, as per the Restated Consolidated Financial Information included in the Issue Documents, whichever is lower; or
- (b) any litigation which, irrespective of the amount involved in such litigation, involve the Relevant Parties and could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company; or
- (c) any such litigation where the decision in one case is likely to affect the decision in similar matters such that the cumulative amount involved in such matters exceeds the threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the threshold as specified in (a) above.

Pre-litigation notices received by the Relevant Parties, key managerial personnel, senior management and Group Companies from third parties (excluding governmental / statutory / regulatory / judicial authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties, key managerial personnel and senior management are impleaded

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as defendants in proceedings initiated before any court, arbitral forum, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

The above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed under the Companies Act, 2013 and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the Issue Documents or by SEBI and/or such other regulatory, judicial, quasi-judicial, administrative, statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Issue Documents, or disclosures that may arise from any investor or other complaints. In this regard, it is clarified that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Issue Documents and should not be applied towards any other purpose.

C. Identification of outstanding dues to creditors

Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Issue Documents and on the website of the Company for outstanding dues to creditors as follows:

- (i) based on the policy on materiality defined by the Board, details of the creditors which include the consolidated number of creditors and the aggregate amount involved, will be disclosed in the Issue Documents;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of creditors and amount involved will be disclosed in the Issue Documents; and
- (iii) complete details about outstanding over-dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Issue Documents.

For outstanding dues to micro, small and medium enterprises (“MSME”) and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

Policy on materiality for identification of material creditors:

For identification of material creditors for disclosure in the Issue Documents in terms of point (i) above, a creditor of the Company shall be considered to be material, if the amounts due to such creditor is equivalent to or exceeds 5% of the [consolidated trade payables] of the Company as at the end of the latest period included in the Restated Consolidated Financial Information included in the Issue Documents.

GENERAL

It is clarified that the Policy is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Issue Documents and should not be applied towards any other purpose including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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This Policy shall be without prejudice to any disclosure requirements, which may be prescribed under the Companies Act, 2013 and the rules thereunder or by SEBI and/or such other regulatory or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Issue Documents, or additional disclosures that may arise on account of any investor or other complaints.

This Policy shall be subject to review / changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

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