



## INDO-MIM Limited

Regd. Office: 45(P), KIADB Industrial Area, Hoskote, Bangalore 562114

### MATERIALITY POLICY FOR DISCLOSURES IN OFFER DOCUMENTS

(adopted on Sept 26, 2025)

#### 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 INDO-MIM Limited (the “**Company**”, and such offering, the “**Offer**”), pursuant to the disclosure requirements under Schedule VI of the 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 the ‘material’ outstanding litigation involving the Company, its promoters, subsidiaries, and directors (collectively, the “**Relevant Parties**”), key managerial personnel, senior management and group companies;
- b) identification of the ‘material’ creditors of the Company; and
- c) identification of the ‘material’ companies to be disclosed as group companies of the Company in the Offer Documents (*as defined below*).

#### 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 such approval by the Board.

In this Policy, the term (i) “**Offer Documents**” means the draft red herring prospectus, the red herring prospectus and the prospectus (together with any addenda or corrigenda thereto), as applicable, to be filed by the Company in connection with the Offer with the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, Karnataka at Bengaluru and/or the stock exchanges where the equity shares of the Company are proposed to be listed and any other government / regulatory authorities, as applicable; and (ii) “**Restated Consolidated Financial Information**” shall mean the restated consolidated financial information of the Company, its subsidiaries and associates as disclosed in the Offer Documents.

#### 1. Identification of ‘material’ outstanding litigation involving the Company, its Subsidiaries, Promoters and Directors (collectively “**Relevant Parties**”), Key Managerial Personnel, Senior Management and Group Companies

##### *Requirement*

In accordance with the SEBI ICDR Regulations, the following outstanding litigation involving the Relevant Parties shall be disclosed in the offer documents:

- (i) all criminal proceedings;
- (ii) all actions by regulatory and statutory authorities;
- (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- (iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount involved; and

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(v) Other pending litigations (including tax litigation) based on lower of threshold criteria mentioned below:

- (I) as per the policy of materiality defined by the board of directors of the issuer company and disclosed in the offer documents; or
- (II) litigation where the value or expected impact in terms of value, exceeds the lower of the following:
  - (a) two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer; or
  - (b) two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or
  - (c) 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 issuer.

Further, all criminal proceedings involving key managerial personnel and senior management of the issuer and also the actions by regulatory authorities and statutory authorities against such key managerial personnel and senior management of the issuer shall also be disclosed in the offer documents.

*Policy on materiality*

As per the requirements prescribed under the SEBI ICDR Regulations, the following pending litigation involving the Relevant Parties shall be disclosed in the Offer Documents:

- (i) all criminal proceedings (including any notices received for such criminal proceedings and matters which are at FIR stage or police complaint has been made even if no/some cognizance has been taken by any court);
- (ii) all actions (including all disciplinary actions, penalties, and show cause notices and any findings/ observations or warning letters of any of the inspections by SEBI or any other regulatory authority and all penalties) by regulatory authorities and statutory authorities against the Relevant Parties (including any judicial, quasi-judicial, administrative authorities or enforcement authorities);
- (iii) disciplinary actions including penalties imposed by SEBI or any of the stock exchanges against the Promoters in the last five financial years preceding the date of the relevant Offer Documents, including outstanding action;
- (iv) all claims related to direct and indirect tax matters in a consolidated manner; giving the number of cases and total amount, involving the Relevant Parties; and
- (v) all other litigations (including civil and arbitration proceedings) as determined to be material by our Board as per the materiality defined below and disclosed in the Offer Documents.

Additionally, the following pending litigation involving the key managerial personnel and senior management of the Company, shall be disclosed in the Offer Documents:

- (i) all criminal proceedings, either by or against (including any notices received for such criminal proceedings and matters which are at FIR stage or police complaint has been made even if no/some cognizance has been taken by any court); and
- (ii) all actions (including all disciplinary actions, penalties, and show cause notices and any findings/ observations or warning letters of any of the inspections by SEBI or any other regulatory authority and all penalties) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities).

Other than the litigation mentioned in points (i) to (iii) above, any other outstanding litigation involving the Relevant Parties (including tax litigation mentioned in point (iv) above) would be considered 'material' for the purpose of disclosure in the Offer Documents, if the monetary amount of claim/ amount in dispute or the value or expected impact in terms of value, to the extent quantifiable, involved in any such outstanding litigation is equivalent to or in excess of, (a) two percent of turnover of our Company as per the latest financial year included

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in the Restated Consolidated Financial Information of our Company; or (b) two percent of net worth of our Company as per the latest financial year included in the Restated Consolidated Financial Information of our Company disclosed in the relevant Offer Documents (except in case the arithmetic value of the net worth is negative); or (c) five percent of the average of the absolute value of the profit or loss after tax of our Company based on the Restated Consolidated Financial Information of our Company of the preceding three financial years, whichever is lower (“**Materiality Threshold**”).

Further, any pending litigation involving the group companies of the Company, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a ‘material impact’ on our Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of our Company.

Further, the following litigation shall also be considered ‘material’ and shall be disclosed in the Offer Documents, (i) all outstanding litigation (including civil or arbitration proceedings) involving the Relevant Parties where the decision in such a proceeding is likely to affect the decision in similar proceedings, even though the amount involved in any individual proceeding does not exceed the Materiality Threshold; and (ii) all outstanding litigation (including civil or arbitration proceedings), involving Relevant Parties, where monetary impact/liability is not determinable or quantifiable or which does not exceed the Materiality Threshold or any other outstanding litigation (including civil or arbitration proceedings), the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, cash flows, financial position or reputation of the Company.

For the purposes of the above, pre-litigation notices received or sent by any of the Relevant Parties from/ to third parties (excluding those notices issued by statutory or regulatory or governmental or taxation authorities or notices threatening criminal action or FIRs), shall not be considered as litigation until such time that the Relevant Parties are impleaded as a party in the litigation proceedings before any judicial/ quasi-judicial or arbitral forum, unless otherwise decided by our Board.

Any findings/observations of any inspections by SEBI or any other regulator involving the Relevant Parties, which are material, and which need to be disclosed, or non-disclosure of which may have bearing on the investment decision in relation to the Offer shall be disclosed in the Offer Documents.

## **2. Identification of the ‘material’ creditors of the Company**

### *Requirement*

As per the requirements of the SEBI ICDR Regulations, the issuer company shall make relevant disclosures in the offer documents and on its website for outstanding dues to creditors as follows:

- (i) based on the policy on materiality defined by the board of directors of the issuer company, details of the creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises (“**MSME**”) and other creditors, separately giving details of number of creditors and amount involved; and
- (iii) complete details about outstanding overdues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the issuer company with a web link thereto in the offer documents.

### *Policy on Materiality*

For identification of material creditors, in terms of point (i) above, a creditor of our Company shall be considered to be ‘material’ for the purpose of disclosure in the Offer Documents and the website of our Company, if the amounts due to such creditor by the Company is equal to or exceeds 5% of the trade payables of the Company as at the end of the most recent financial period covered in the Restated Consolidated Financial Information being included in the Offer Documents. Further, for outstanding dues to micro, small or medium enterprise and other creditors, the disclosure will be based on information available with the Company regarding status of the creditor

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as MSME as defined under Section 2 read with Section 7 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by statutory auditors in preparing their audit report.

### **3. Identification of companies to be disclosed as group companies of the Company**

#### *Requirement*

As per the requirements of the SEBI ICDR Regulations, group companies of an issuer company include such companies (other than the promoters and subsidiaries of such issuer company) (i) with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards; and (ii) other companies as considered 'material' by the board of directors of such issuer company.

#### *Policy on materiality*

For the purpose of disclosure in the Offer Documents, the following companies shall be considered as 'Group Companies' of the Company: (i) such companies (other than the corporate promoter and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Documents, as covered under Ind AS 24; and (ii) any other companies as may be considered 'material' by our Board.

In relation to (ii) above, in addition to the companies covered in (i) above, for the purpose of disclosure in the Offer Documents, we propose to consider as material and disclose, the companies (other than the corporate promoter and Subsidiaries) that (a) are a part of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and (b) with which the Company has had one or more transactions in the latest completed financial year for which Restated Consolidated Financial Information is being included in the Offer Documents, which individually or cumulatively in value, exceed 10% of the revenue from operations of the Company on a restated consolidated basis for the latest completed financial year covered in the Restated Consolidated Financial Information being included in the Offer Documents.

### **GENERAL**

This Policy shall be without prejudice to any disclosure requirements which may be prescribed under the Companies Act, 2013 and the rules notified thereunder, each as amended, with respect to disclosure of litigation, notices, disputes and other proceedings in Offer Documents or by SEBI and/ or such other regulatory, judicial, quasi-judicial, governmental, administrative, statutory or any other applicable authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints. In this regard, it is clarified that this Policy is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer 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.

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

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

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