



Building Transparency. Driving Growth.

IRIS REGTECH SOLUTIONS LIMITED

**POLICY ON DETERMINATION OF MATERIALITY OF EVENTS /
INFORMATION AND ITS DISCLOSURE TO STOCK EXCHANGES**

**PURSUANT TO REGULATION 9 AND 30(8) SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS)**

1. Objective

This Policy has been prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with circulars issued thereunder ("SEBI Regulations") and is subject to the provisions of the law, as amended from time to time.

This Policy was revised by the Board of Directors of the Company at its meeting held on February 14, 2026 pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Policy sets out the guidelines for identification of events or information within the Company which are deemed to be material in the opinion of the Board of Directors. This policy shall act as a guideline in determining whether a particular Event or Information (collectively called as "Event/s") need to be disclosed to the Stock Exchange(s), considering its materiality from the point of view of likely impact on the Company's business and operations.

2. Authorised Person and Disclosure of Events

The Board of Directors at their meeting held on February 14, 2026 have authorised the Chief Executive Officer and Chief Financial Officer of the Company for the purpose of determining materiality of an event or information and making disclosure to stock exchanges.

The materiality of the event or information will be decided in consultation with Business Heads Project Heads and Senior Management Personnel or persons connected with the event or information. Any Event that is likely to be material as per this Policy, shall be brought to the notice of CEO, CFO and the Company Secretary promptly by these relevant Employees.

The relevant Senior Management Personnel and such other persons, as determined by them, shall be relevant Employees for the purpose of this Policy, to identify potential event or information pertaining to their respective functions and report the same to the CFO and the Company Secretary.

The Company Secretary shall assist the CFO in ascertaining materiality of a given Event.

The Company shall, with respect to disclosures referred to in this policy, make disclosures updating material developments on a regular basis, till such time the Event is resolved/closed with relevant explanations.

The information shall not be shared with any person other than the above (except on need to know' basis) unless the same is shared with the Stock Exchange(s).

The communication / press release/ or subsequent presentations to the investors shall be uploaded on the Company's website immediately thereafter.

All disclosures shall be available on the website of the Company for a period of 5 (five) years and thereafter in accordance with the Archival Policy of the Company. The CFO together with the Company Secretary shall formulate operating guidelines for deployment of this Policy.

Powers and Responsibilities of the Authorised Person for determining material events or information within the Company:

1. To review and assess the materiality of an event that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at that point in time.
2. The disclosure shall be finalised in consultation with the CEO, and in his absence by the CFO.
3. To make required disclosures within the stipulated time of actual occurrence of an Event, after ascertaining facts.
4. To disclose material developments on a regular basis, till such time the Event is resolved/closed, with relevant explanations.
5. To consider such other Events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
6. To disclose material Events with respect to the subsidiaries of the Company.

"Normal course of Business"

For the purpose of this Policy, "Normal Course of Business" shall mean:

- Activities customarily undertaken by the Company or its subsidiaries in the ordinary execution of business;
- Transactions consistent with past practice and business objectives;
- Transactions not altering the Company's risk profile or operational structure;
- Monetary thresholds and qualitative benchmarks as approved by the Audit Committee from time to time.

Any deviation from these criteria shall be evaluated for potential disclosure under Regulation 30.

3. Deemed material events or information

Events or information specified in Para A of Part A of Schedule III of the SBI Listing Regulations and as amended from time to time are required to be disclosed irrespective of application of any quantitative or qualitative materiality thresholds as these are "deemed" to be material.

Guidelines for materiality assessment

1. The Events specified under Regulation 30 read with Para B of Part A of Schedule III of SEBI Regulations and as may be amended from time to time, shall be disclosed based on application of the guidelines for materiality, as specified below:

- 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; or
 - c. the omission of an event or information, whose value or expected impact in terms of value exceeds the lower of the following:
 - i. 2% (two percent) of turnover, as per the last audited financial statements of the Company;
 - ii. 2% (two percent) of net worth, as per the last audited financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - iii. 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited financial statements of the Company;
2. An Industry Standard Note ('ISF Note') setting out the standard operating procedures for compliance with the continuous disclosure requirements, are issued by the Industry Standard Forum (ISF) in consultation with SEBI. The ISF Note inter alia, covers application of thresholds, disclosure timelines and a guidance on the parameters to be considered for determination of materiality for different types of events. Accordingly, for every event / information listed Part A of Schedule III of the SEBI Listing Regulations, reference should be made to the ISF Note, or any other circular(s), issued by SEBI or Stock Exchanges from time to time. In case where the criteria specified in sub clauses (a) to (c) above are not applicable, an event/information may be treated as being material, if in the opinion of the CEO/CFO of the Company the events/information is considered material.
 3. Any other event/information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, trademarks 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 Company which may be necessary to enable the shareholders of the Company to appraise their position and to avoid the establishment of a false market in the shares of the Company.
 4. Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by the Board of Directors of the Company, from time to time.

4. Timeline for Disclosure of events/information

- a. The Company shall first disclose to the Stock Exchange(s) all Events which are material as soon as reasonably possible and, in any case, not later than the following:
 - i. 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;

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered

- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - iii. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
 - iv. in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, and details of sharing of the said information is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within 72 hours of receipt of the notice by the Company.
 - v. disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within the prescribed timelines.
- b. In case the disclosure is made after the timelines specified above of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.
- c. The Company shall disclose to the stock exchanges material updates on the events/ information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.
- d. The Company shall, if applicable, in accordance with Regulation 30(11) of the SEBI Listing Regulations, verify and respond to any event or information reported in mainstream media that appears to be a rumour relating to the Company, its subsidiaries, its promoters, or its key managerial personnel, where such rumour has resulted in a material price movement of the Company's securities.
- Verification shall be completed and a clarification / confirmation / denial shall be submitted to the Stock Exchanges within 24 hours of the material price movement trigger.
 - If the Company confirms the rumour, the price used for regulatory computations shall be the unaffected price, as per SEBI's price-protection norms.
 - The Company Secretary shall coordinate with the CEO and CFO for timely verification and disclosure.

5. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

This Policy shall be read together with the following Code formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

Code of Conduct to Regulate, Monitor And Report Trading by Insiders And Designated Persons; and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Any other event, even if not covered under the SEBI Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorised Persons.

6. Policy review

In case of any subsequent changes in the provisions of the Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

7. Disclosure on website

As required under the SEBI Regulations, the Policy will be disclosed on the website of the Company.

Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under this Regulation and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company. Any change in the content of its website shall be updated within two working days from the date of such change in content.

8. Contact detail of Authorised Person for reporting an event/ information

The Authorised Persons can be contacted on the following ID:

CEO: k.balachandran@irisbusiness.com

CFO: Vineet.kandoi@irisbusiness.com

CS: cs@irisbusiness.com
