



**Policy for Determination of Materiality of Event or Information**

**Online Instruments (India) Limited**  
**(Formerly known as Online Instruments (India) Private Limited)**

---

**LOGIC**

**Online Instruments (India) Limited**

Formerly Online Instruments (India) Private Limited

CIN: U51909KA2006PLC038521

DNR Altitude, No.8/1, 11th Floor, Tumkur Road, Yeswanthpura, Bangalore, Karnataka, India, 560022

Ph: 080 - 25274626 / 080 - 25274636 E-mail: info@onlineinstruments.com

www.onlineinstruments.com



## 1. Introduction

Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015"), mandates for framing of a policy by all the listed companies for determination of materiality of an event or information based on criteria which, in the opinion of the Board of Directors of the Company, is material to the investors and its necessary disclosure.

Accordingly, Online Instruments (India) Limited (**Formerly Online Instruments (India) Private Limited**) ("the Company") has formulated the Policy for Determination of Materiality of Event or Information ("the policy") in compliance with the SEBI (LODR) Regulations, 2015. The policy has been framed and adopted at the meeting by the Board of Directors held on **March 10, 2026** with the objective of determining materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the SEBI (LODR) Regulations, 2015 and to provide an overall governance framework for such determination of materiality.

This Policy shall also apply to the events to which neither Para A nor Para B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 applies but has a material effect on Online Instruments (India) Limited.

## 2. Definitions

- a) In this policy unless the context, otherwise requires:
- (i) "**Act**" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof;
  - (ii) "**Board**" means the Board of Directors of the Company.
  - (iii) "**Company**" means Online Instruments (India) Limited (**Formerly Online Instruments (India) Private Limited**).
  - (iv) "**Key Managerial personnel**" or "**KMP**" shall have the same meaning ascribed to it in the Act and the rules made thereunder.
  - (v) "**Listing Agreement**" shall mean an agreement that is to be entered into between a recognised stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015;
  - (vi) "**Material Event**" or "**Material Information**" shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly;

- (vii) **“Material Subsidiary”** shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations;
- (viii) **“Mainstream Media”** shall include Indian Newspapers, Digital/Online News Sources, International Media and News Channel and shall have the meaning prescribed to such terms under the SEBI (LODR) Regulations, 2015, read with SEBI Circulars, Notifications, Guidance Note, and Industry Standards as recognized by the SEBI and as may be amended from time to time.
- (ix) **“Material Price Movement”** means the price calculated as per the framework issued by the stock exchange/SEBI from time to time.
- (x) **“Officer”** means the officer as defined under the Act shall also include promoter of the Company.
- (xi) **“Policy”** means this ‘Policy for Determination of Materiality of Event or Information’.
- (xii) **“Relevant Employee”** means any employee who is aware of an event/information which may be considered material as per this policy.
- (xiii) **“Stock Exchange”** means the stock exchanges where the Securities of the Company are listed.
- (xiv) **“SEBI”** means the “Securities and Exchange Board of India”.
- (xv) **“SEBI (LODR) Regulations, 2015”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- (xvi) **“Schedule”** means Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Act, the Listing Agreement, SEBI (LODR) Regulations, 2015 or any other applicable law or regulation to the extent applicable to the Company.

### 3. Disclosure of events or information

The Company shall make disclosures of any events or information which, in the opinion of the Board of Director is material.

The Company shall mandatorily disclose the events, as specified in **Para A of Part A of Schedule III** of the SEBI (LODR) Regulations, 2015 as may be amended from time to time without applying any test of materiality.

The events specified in Annexure A are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information in the following manner:

- (i) Inform the Stock Exchanges in which the securities of the Company are listed;
- (ii) Upload on the corporate website of the Company.

The Company shall make disclosures of events specified in **Para B of Part A of Schedule III** of the SEBI (LODR) Regulations, 2015 as may be amended from time to time based on the guidelines for materiality and determining which event/information shall be considered as material.

In addition to the above, any other information/event viz, major development that is likely to affect business, or share price, e.g., emergence of new technologies, expiry of patents, any change to the accounting policy that may have a significant impact on the accounts, etc., which is exclusively known to the Company and which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities, be also disclosed to the Stock Exchange. The Company shall make disclosures of events as specified in Annexure B based on application of guidelines for determining Materiality as per clause 4 of the Policy.

In case an event occurs, or information is available to the Company, which has not been indicated in Para A and B of Part A of Schedule III, but which may have material effect on it, the Company shall make adequate disclosure in regard thereof.

In case of an event or information required to be disclosed in terms of the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, pursuant to the receipt of a communication from any regulatory, statutory, enforcement, or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

Additionally, pursuant to Regulation 30(11A) of the SEBI (LODR) Regulations, 2015, the promoter, director, KMP or Senior Management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company in order to ensure compliance with the requirements under Regulation 30(11) of these Regulations and the Company shall disseminate the response received from such individual(s), promptly to the Stock Exchanges.

#### 4. Criteria for determination of materiality of event or information

Subject to the provisions of the Regulations, materiality has to be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information. The Company shall consider the following criteria for determination of materiality of events/information:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- 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 the expected impact in terms of value, exceeds the lower of the following:
  - i) two per cent of turnover, as per the last audited consolidated financial statements of the Company;
  - ii) two per cent 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;
  - iii) five per cent of average of absolute value of profit or loss after tax, as per the last three years audited consolidated financial statements of the Company.

It is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value/figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- d) In case where the criteria specified in sub-clauses (a), (b) and (c) are not available, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.
- e) Upon, applicability of the provisions with respect to market rumours verification, the Company shall confirm, deny or clarify, any reported event/information in the Mainstream Media, which is not general in nature, and which indicates that rumour of an impending specific event or information is circulating amongst the investing public; provided such rumour results in a material price movement in the shares of the Company, determined in the manner prescribed under the Regulations read with the related SEBI Circulars, Notifications, Guidance Note, and Industry Standards from time to time.

If the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

If the Company confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, or pricing norms provided under Regulation 8 or Regulation 9 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the SEBI (Buyback of Securities) Regulation 2018, or any other pricing norms specified by SEBI or the stock exchanges are applicable, then the effect on the price of the equity shares of the Company due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by SEBI.

The unaffected price framework shall be considered for the unaffected price to be taken for transaction upon confirmation of market rumour. The said framework shall be as per the SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2024/51 dated May 21, 2024, as may be amended from time to time.

For the abovementioned purpose, the Company shall also monitor the rumour published in the international media, for those foreign jurisdictions where the Company has material business operations.

**Criteria for determination of material business operations:**

Any foreign country that contributes ten percent or more to the Company's consolidated turnover, based on the last audited consolidated financial statements, will be considered as having material business operations.

In respect of the aforesaid jurisdictions, the new sources specified in the industry standards note on verification of market rumours, would be tracked.

The list of jurisdictions and news sources shall be reviewed and updated annually by Head - Marketing & Communication and the Chief Financial Officer after the approval of the annual audited financial statements.

Regulation 30(11) shall not be applicable to market rumours that are vague or general in nature.

**5. Guidance on when an Event or Information can be said to have occurred**

- i. The events/information which require any board approval, shall be said to have occurred upon receipt of requisite approval.

- ii. In case the events/information such as natural calamities, disruption etc. or which arises on account of third-party action, it can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has or ought to have reasonable come into possession of the information in the course of the performance of his duties.

## 6. Prompt Disclosure of Material Information

The Company shall disclose to the Stock Exchanges all the events/information which are material in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015 read with Schedule III thereto, as early as reasonably possible and in any case not later than the following:

- a. 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;

In case the board meeting closes after normal trading hours (i.e. time period for which the recognized stock exchanges are open for trading for all investors) of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of board meeting.

Further, if the Board Meeting 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.

- b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

If all the relevant information including pendency or outcome thereof, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, which may have an impact in the Company, is maintained in the Structure Digital Database ('SDD') of the Company 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 exchanges within seventy two hours of receipt of the notice by the Company.

Disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines and in case the disclosure is made after the specified timelines, the Company, along with such disclosure, also provides Stock Exchanges, the explanation for the delay.

The Company shall make disclosures on the Stock Exchanges updating the material development pertaining to the material events on a regular basis, till such time the event is resolved/closed with relevant explanations.

The Company shall also provide specific and adequate replies to all queries raised by the stock exchanges with respect to events/information.

The format of disclosures shall be as prescribed by SEBI from time to time.

The Company shall make disclosures on the Stock Exchanges updating the material developments pertaining to the material events on a regular basis, till such time the event is resolved/closed with relevant explanations.

The Company shall also provide specific and adequate reply to all queries raised by the Stock Exchange with respect to any event/information.

The format of disclosures shall be as prescribed by SEBI from time to time.

The Company shall also disclose on its website all such events or information which have been disclosed to the Stock Exchange under Regulation 30 of SEBI (LODR) Regulations, 2015, and such disclosures shall be hosted on the website for a minimum period of five years and thereafter as per the archival policy of the Company.

#### **7. Authority for Determination of Materiality of Event or Information**

The Chairman of the Board, the CEO/Managing Director and the Chief Financial Officer shall severally decide the "Materiality" of any event or information based on the criteria issued by SEBI. Thereafter, the Company Secretaries or Head of Investor Relations and in their absence, the Chief Financial Officer is authorized to disclose the said information to the Stock Exchanges. The Contact details of such personnel are available on the website of the Company under statutory policy section.

The relevant employees of the Company should inform the Chief Financial Officer or CEO/Managing Director if they come across any potential event or information which is adequate to support data/information for determining the materiality of the said event or information and for making the necessary disclosures to the Stock Exchanges. The details so submitted shall be authentic and comprehensive to enable the authorized officials to make an informed decision and make appropriate disclosures if deemed necessary. The relevant employees may approach the authorized officials to seek guidance/clarity to ensure effective implementation of this policy.

Such events or information should not be promoted through social media intermediaries or mainstream media till the said event or information is not publicly available.

## 8. Disclosure

This Policy, upon its adoption by the Board of the Company, along with contact details of the persons authorised to make disclosures hereunder, shall be uploaded on the website of the Company. The Company shall disclose on its website all such events or information which have been disclosed to the relevant Stock Exchanges under this Policy, and such disclosures 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.

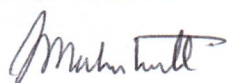
## 9. Review and amendment of the policy

The Board of Directors shall review, amend and modify the policy at any point of time as it may deem necessary and/or as may be required from time to time in accordance with subsequent amendments in the Act, SEBI (LODR) Regulations, 2015, and other applicable statutes.

## 10. Scope and Limitation:

In the event of any conflict between the provisions of this Policy and the Listing Agreement; the Act; SEBI (LODR) Regulations, 2015 or any other statutory enactments, rules, the provisions of such Listing Agreement/ the Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

**For Online Instruments (India) Limited  
(Formerly Online Instruments (India) Private Limited)**



**Shivanand Mallappa Mahashetti**  
Managing Director  
DIN: 01180544

**For Online Instruments (India) Limited**

**Authorised Signatory**

The Policy is adopted by the Board of Directors on March 10, 2026

#### Annexure- A

##### Events which shall be disclosed without any application of the guidelines for Materiality:

- a. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;
- b. Explanation. - 'Acquisition' shall mean, -
- c. acquiring control, whether directly or indirectly; or,
- d. acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that -
  - i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
  - ii. there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- e. 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, re-issue of forfeited securities, alteration of calls, redemption of securities etc.;
- f. Revision in rating(s);
- g. Outcome of Meetings of the Board of Directors: The Company shall disclose the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
  - i. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - ii. any cancellation of dividend with reasons thereof;
  - iii. the decision on buyback of securities;
  - iv. the decision with respect to fund raising proposed to be undertaken
  - v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - vi. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issues or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - vii. short particulars of any other alterations of capital, including calls;
  - viii. financial results;
  - ix. decision on voluntary delisting by the Company from stock exchange(s).
- h. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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;
- i. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;
- j. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;
- k. Appointment or discontinuation of share transfer agent;
- l. Corporate debt restructuring;
- m. One-time settlement with a bank;

- n. Reference to BIFR and winding-up petition filed by any party /creditors;
- o. 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 Company;
- p. Proceedings of Annual and extraordinary general meetings of the Company;
- q. Amendments to memorandum and articles of association of Company, in brief;
- r. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

**LOGIC**

---

**Online Instruments (India) Limited**

Formerly Online Instruments (India) Private Limited  
CIN: U51909KA2006PLC038521

DNR Altitude, No 8/1, 11th Floor, Tumkur Road, Yeswanthpura, Bangalore, Karnataka, India, 560022  
Ph: 080 - 25274626 / 080 - 25274636 E-mail: [info@onlineinstruments.com](mailto:info@onlineinstruments.com)  
[www.onlineinstruments.com](http://www.onlineinstruments.com)

The logo for 'Orange PLUS' features a stylized orange circle with a white dot in the center, resembling a lens or a light source.  
**Orange PLUS™**  
LIGHTING REDEFINED

#### Annexure- B

#### Events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
3. Capacity addition or product launch;
4. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) 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;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s)/dispute(s)/regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
13. 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.