MATERIALITY POLICY

INTRODUCTION:

This policy ("Policy") has been formulated to define the materiality policy for identification of group companies, outstanding litigations and outstanding dues to creditors in respect of **AVI PRODUCTS INDIA LIMITED** ("Company"), pursuant to the disclosure requirements under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) ("SEBI ICDR Regulations"), which states that the outstanding litigations shall be disclosed in accordance with the Policy on materiality.

APPLICABILITY:

1. The Board of Directors of the Company ("Board") has, at their meeting held on 24th August, 2026 discussed and approved this, Policy. This Policy shall be effective from the date of approval of policy by the Board.

2. In this Policy, the term "Offer Documents" shall mean the draft Letter of Offer, the Letter of Offer and the Abridged Letter of Offer. including any amendments, supplements or corrigenda thereto, to be filed by the Company in connection with the proposed Rights Issue of its equity shares with the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable. All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

IDENTIFICATION OF 'MATERIAL' GROUP COMPANIES:

1. Requirement : As per the SEBI ICDR Regulations, the term "Group Companies", wherever they occur, shall include such companies "group companies", shall include such companies (other than promoter(s) and subsidiary/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.

2. Policy on materiality:
   I. For the purpose of disclosure in the Offer Documents, a company shall be considered material and will be disclosed as a "Group Company" in the Offer Documents, if the Company has or had related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards
   II. For avoidance of doubt, it is clarified that any companies which, in the Relevant Period or subsequent to the Relevant Period, have ceased to be related parties of the Company in terms of the applicable Accounting Standard have not been considered as 'Group Companies', for the purpose of disclosure in the Offer Documents.

IDENTIFICATION OF 'MATERIAL' LITIGATION (EXCLUDING CRIMINAL PROCEEDINGS, STATUTORY/REGULATORY ACTIONS AND TAXATION MATTERS)

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following classes of litigationinvolving the Company/ Subsidiaries / Directors/ Promoters / Group Companies:

I. All criminal proceedings;

II. All actions by statutory/ regulatory authorities;

III. Taxation proceedings – Separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount; and

IV. Other pending litigation as per the policy of materiality defined by the Board and disclosed in the Offer Documents

Policy on materiality Other than litigations mentioned in paragraphs (i), (ii) and (iii) above, any other pending litigation involving the Company, its subsidiaries, its promoters and its Directors and Group Companies shall be considered "material" for the purpose of disclosure in the Offer Documents if:

i. the monetary amount of claim by or against the Company, its subsidiaries, its promoters its Directors, Group Companies in any such pending litigation is in excess of 10% of the total revenue of the Company,as per the last restated consolidated financial statements of the Company for a complete financial year included in the Offer Documents; or

ii. such pending litigation is material from the perspective of Company's business, operations, prospects or reputation. It is clarified that apart from as set forth in this paragraph 4, the disclosures on outstanding litigation in the Offer Documents will also include disclosures as specified in the Companies Act, 2013.

IDENTIFICATION OF 'MATERIAL' OUTSTANDING DUES TO CREDITORS:

Requirement As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

i. based on the policy on materiality of the Board, and as disclosed in the Offer Document, disclosure for such creditors;
ii. Consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved; and
iii. Complete details about outstanding dues to creditors as per (i) and (ii) above shall be disclosed on the webpage of the Company with a web link thereto in the Offer Documents.

Policy on materiality:

For identification of material creditors, any creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amount dues to any one of them exceed 10% of the total payables of the Company, as per the last financial statements of the Company for a full financial year included in the Offer Documents.

Disclosures in the Offer Documents regarding material creditors, small scale undertakings, micro, small or medium enterprises and other creditors

(i) For creditors identified as material based on the above-mentioned policy ("Material Creditors"), the total number of Material Creditors and consolidated amounts due to such Material Creditors will be made in the Offer Documents.

(ii) For outstanding dues to any party which is a small-scale undertaking ("SSI") or a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Industries (Development and Regulation) Act, 1951 and Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, respectively, each as amended, as has been relied upon by Company's statutory auditors.

Consolidated information for such identified SSIs, MSMEs and other creditors (excluding Material Creditors) shall be provided in the Offer Documents in the following manner: a. consolidated amounts due to such entities and b. aggregate number of entities.

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

For and on behalf of the Board
AVI PRODUCTS INDIA LIMITED

SD /-
RENU CHOUDHARY
Company Secretary
M No- A60863

This Policy was modified approved by the Board of Directors at its meeting held on August 24, 2026