POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION	**Date of Approval of Board: 17th December, 2025**
	WOG TECHNOLOGIES LIMITED

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1. INTRODUCTION:

This materiality policy ("**the Policy**") has been formulated for the identification of group companies, outstanding litigation and outstanding dues to creditors in respect of WOG Technologies Limited ("**the Company**"), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), which requires the policy of materiality to be disclosed in the Draft Offer Document and Offer Document.

This Policy shall be effective from the date of approval of the Policy by the board of directors of the Company ("**Board**"). In this Policy, the terms "Draft Offer Document" and "Offer Document" shall have the meaning assigned to it under SEBI ICDR Regulations.

2. APPLICABILITY AND OBJECTIVE:

The Company has adopted this Policy for identification and determination of: (i) material creditors; (ii) material litigations and (iii) Group Companies pursuant to the provisions of SEBI ICDR Regulations, details of which shall be disclosed in the Offer Documents to be filed by the Company in connection with the proposed initial public offering of its equity shares with the National Stock Exchange of India Limited, Bombay Stock Exchange Limited, Securities and Exchange Board of India, Registrar of Companies, Delhi ("**ROC**").

3. INTERPRETATION

In this Policy, unless the context otherwise requires:

1. words denoting the singular shall include the plural and vice versa.
2. references to the words "include" or "including" shall be construed without limitation.

4. POLICY PERTAINING TO THE IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS:

The policy with respect to the identification of the Group Companies of our Company, Material Creditors and Material Litigation shall be as follows:

A. LITIGATIONS

Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company must disclose the following outstanding litigation involving the Company, its directors and promoters (collectively "**Relevant Parties**"):

(i) all criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by any court);
(ii) all outstanding actions by regulatory authorities and statutory authorities;
(iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years preceding the relevant Draft Offer Document and Offer Document including any outstanding action;
(iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; and
(v) other pending litigation or arbitration proceedings as per policy of materiality defined by the Board.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose outstanding (i) criminal proceedings and (ii) actions taken by regulatory or statutory authorities, against any Key Managerial Personnel and Senior Management of the Company.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group companies, the outcome of which has a material impact on the Company.

Pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial/ quasi-judicial authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation and accordingly not be disclosed in the Draft Offer Document and Offer Document until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial or arbitral forum.

Policy on Material Litigation:

Other than litigation mentioned in points (i) to (iv) above, any other pending litigation (including arbitration proceedings) involving the Relevant Parties would be considered 'material' for the purpose of disclosure in the Draft Offer Document and Offer Document, if:

i. the monetary amount of claim/ dispute, to the extent quantifiable, involved in any such outstanding litigation is equivalent to or in excess of 5% of the average of the absolute value of profit after tax for the last three financial years as per the restated financial information included in the Draft Offer Document and Offer Document; or
ii. any outstanding litigation, where the monetary impact is not quantifiable or lower than the threshold specified in (i) above, but an adverse outcome of which (including any litigation under the Insolvency and Bankruptcy Code, 2016) would materially and adversely affect the Company's business, prospects, operations, performance, financial position or reputation; or
iii. all outstanding litigation, where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the threshold as specified in (i) above. even though the amount involved in an individual litigation may not exceed the threshold as specified in (i) above.
iv. Further, any tax litigation which involves a claim amount greater than the materiality thresholds as defined above, will also be disclosed individually.

With respect to point (i) above, the Company has considered as 'material' for the purpose of disclosure in the Offer Documents, the lower of: (a) two percent of turnover, for the most recent financial year based on the restated financial information included in the Draft Offer Document and Offer Document; or (b) two percent of net worth, as at the end of the most recent financial year based on the restated financial information included in the Draft Offer Document and Offer Document; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years based on the restated financial information included in the Draft Offer Document and Offer Document.

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

It is clarified that the above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and / or such other governmental authority with respect to listed companies and that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and should not be applied towards any other purpose.

Furthermore, the above policy on materiality shall be without prejudice to the disclosure requirements prescribed under the Companies Act, 2013 and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the Draft Offer Document and Offer Document.

B. GROUP COMPANIES

Requirement:

As per the requirements of the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board.

Further, pursuant to the resolution passed by the Board at its Meeting held on 17th December, 2025 for the purpose of disclosure in relation to the Group Companies, a company shall be considered as a material group company and disclosed as the same if such company fulfils the conditions as mentioned below:-

Policy on material companies to be disclosed as group companies

For the purpose of disclosure in the Draft Offer Document and Offer Document, the following shall be considered material and shall be disclosed as a 'Group Company' (a) if such company is a member of the 'promoter group' (as defined under the SEBI ICDR Regulations) of the Company; and (b) with which the Company has entered into one or more transactions during the last completed fiscal year and such transactions, individually or cumulatively, in value exceed 10% of the total revenue of the Company in the last completed fiscal year, as per the restated financial information included in the Draft Offer Document and Offer Document.

Information about Group Companies, identified based on the above approach, shall be disclosed in the Draft Offer Document and Offer Document in accordance with SEBI ICDR Regulations.

For the avoidance of doubt, it is clarified that the above policy on materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other applicable authority with respect to listed companies and that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and should not be applied towards any other purpose.

C. OUTSTANDING DUES TO CREDITORS

Requirement:

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

(i) Based on the policy on materiality of the Board of the Company, details of 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 and other creditors, separately giving details of number of cases and amount involved;

(iii) Complete details about outstanding overdues to material creditors as per (i) and (ii) above along with the name and amount involved for each such material creditor shall disclosed, on the website of the Company with a web link thereto.

Policy on Materiality with respect to outstanding dues to creditors:

The Company shall disclose complete details of outstanding dues to creditors (excluding banks and financial institutions from whom the Company has availed of financial facilities) if the amount due to any one of them exceeds 5% of the trade payables of the Company as per the last audited financial statements of the Company included in the Draft Offer Document and Offer Document.

It is clarified that the above policy on materiality of creditors shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other applicable authority with respect to listed companies and the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and the website of the Company and should not be applied towards any other purpose.

5. AMENDMENT

The Board (including its duly constituted committees wherever permissible) shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall automatically stand amended to reflect any changes to applicable SEBI regulations, to the extent the same is the subject matter of this Policy.

6. DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e., www.woggroup.com.