

## POLICY ON MATERIALITY

### 1. Statutory Mandate

The Board of Directors of N R Agarwal Industries Limited (the “Company”) has adopted the following policy and procedures with regard to the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), with respect to disclosure of material events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality of Events or Information”. This Policy has been updated from time to time based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by SEBI.

The Board shall review, and if found required, may amend this Policy from time to time.

### 2. Purpose of the Policy

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the “Stock Exchanges”). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

### 3. Criteria for determination of materiality of events / information

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the Listing Regulations for determination of materiality of events / information.

### 4. Definition

- **Act** means the Companies Act, 2013
- **Board of Directors** means Board of Directors of N R Agarwal Industries Limited
- **The Company** means N R Agarwal Industries Limited
- **LODR Regulations** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- **SEBI** means the Securities Exchange Board of India.

- **Rules** means Rules made under Companies Act, 2013
- **Material Events** are those that are specified in Para A of Part A of Schedule III of the LODR
- **Other Events** are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation(4)
- **Stock Exchange(s)** means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- **Net Worth** shall have the meaning assigned to it in Section 2(57) of the Act;
- **Turnover** shall have the meaning assigned to it in Section 2(91) of the Act;
- **Key Managerial Personnel (KMP)** of the Company includes Managing / Whole-time Directors, Chief Financial Officer / Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchanges.
- **Industry Standards** shall mean the standards framed under regulation 30 of LODR Regulations, in consultation with SEBI for disclosure requirements.

5. Events which are deemed to be material events

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) ("Para A Events") without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the LODR Regulations, circulars issued by SEBI from time to time read with Industry Standards issued from time to time.

6. Events which are dependent on application of guidelines for materiality

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary (ies), specified in Para B of Part A of Schedule III of the LODR Regulations ("Para B Events") subject to application of guidelines for materiality, as set out under the LODR Regulations.

7. Guidelines for determining materiality of events or information:

Materiality will be determined on a case- to- case basis depending on the facts and the circumstances pertaining to the event or information.

The following criteria will be applicable for determination of materiality of event or information:

- a. The omission of an event or information which is likely to: (i) result in a discontinuity or alteration of an event or information already available publicly; or (ii) result in significant market reaction if the said omission came to light at a later date;

b. The criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

- a) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or
- b) 2% (two per cent) of consolidated 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)); or
- c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

Where 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.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of LODR Regulations, circulars issued by SEBI from time to time read with Industry Standards issued from time to time.

The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchanges.

#### 8. Other major development/ events affecting the business of the Company

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.

#### 9. Other Disclosures

Without prejudice to the generality of above paras, the Company may make disclosures of event/ information as specified by SEBI from time to time.

#### 10. Criteria for disclosure of events / information

- (i) The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly;
- (ii) 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;

(iii) In case where the criteria of an event / information does not fall in the first two categories but still in the opinion of the Board of Directors are considered material.

11. Mechanism to be adopted for Identifying and reporting potential material information/event by Relevant Employees

1. During performance of one's role, the Relevant employee/(s) shall be responsible for identifying pertinent information/event as mentioned in Para A and Para B events respectively, which has potential to be classified as material information/event as per the policy.
2. Upon identification of potential material information/event, the Relevant Employee shall promptly report the details of such potential material information/event to the Authorized Officer(s).
3. Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorized Officer(s). After evaluation, the Authorized Officer(s) shall if required issue a suitable disclosure to the Stock Exchanges.

12. Authority for determination of materiality of events / information

The Board of Directors of the Company have authorised the Chief Financial Officer of the Company to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Person is also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

We provide herein his contact details:

Designation : Chief Financial Officer  
Contact Details : N R Agarwal Industries Limited.,  
502-A/501-B, Fortune Terraces,  
Opp. Citi Mall, New Link Road,  
Andheri West, Mumbai- 400 053  
Phone: 022-67317500  
Email Id: [investors@nrail.com](mailto:investors@nrail.com)

13. Disclosure

All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:

- i. For an event/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the Board meeting;

email: [admin@nrail.com](mailto:admin@nrail.com), website: [www.nrail.com](http://www.nrail.com)

CIN: L22210MH1993PLC133365

REGD. OFF. : 502-A/501-B, FORTUNE TERRACES, 5TH FLOOR, OPP. CITI MALL, NEW LINK ROAD,  
ANDHERI (W), MUMBAI – 400 053. TEL: +91 22 67317500, FAX: +91 22 26730227

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 company 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.

Further, 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. For an event/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
- iii. For an event/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.

Additionally, acquisition of shares or voting rights aggregating to twenty percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding five per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.”

In respect of claims which are made against the company under any litigation or dispute, other than tax litigation or dispute, if all the relevant information, is maintained in the structured digital database in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the company shall disclose the details of those claims with the stock exchange within 72 hours of receiving the notice.

- a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.
- b) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

14. Website updation / updates to stock exchanges

The Company shall update all disclosures made under the applicable Regulations to the Stock Exchanges on its website and shall be continued to be hosted on the website for a minimum period of five years and thereafter archived as per the Archival Policy of the Company.

The Compliance Officer of the Company shall give updates to the Board of Directors and to the Stock Exchanges on any material event that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates shall also be hosted on the website of the Company.

The Policy shall be posted on the website of the Company for compliance by all the concerned persons of the Company.

15. Review

This Policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

*This policy was approved and adopted at the Board Meeting held on February 12, 2016 and further amended on November 04, 2020, August 03, 2023, January 22, 2024, February 11, 2025 and February 11, 2026.*

*This policy is available on the Company's website at: [http://nrail.com/Company\\_policies.html](http://nrail.com/Company_policies.html)*