

NRB BEARINGS LIMITED

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

1. OBJECTIVE

Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further, such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its archival policy.

This Policy is framed in accordance with the requirements of the Regulation 30 of the Listing Regulations (*as defined below*), with the objective to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated pursuant to the Listing Regulations and to provide an overall governance framework for such determination of materiality.

2. EFFECTIVE DATE

This Policy has been amended pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on August 07, 2025 and has come into effect from the said date.

3. DEFINITIONS

“Act” means the Companies Act, 2013 and rules, notifications, circulars made / issued thereunder, as amended from time to time.

“Board of Directors” or **“Board”** means the board of directors of the Company, as constituted from time to time.

“Company” means NRB Bearings Limited.

“Key Managerial Personnel” means any key managerial personnel of the Company, pursuant to Section 2(51) of the Act.

“Material Subsidiary” means any subsidiary of the Company which is or has been determined as a material subsidiary as per the provisions of the Listing Regulations.

“Policy” means this policy on criteria for determining materiality of events or information and as may be amended or superseded from time to time.

“Listing Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and notifications, circulars and clarifications made / issued thereunder, as amended from time to time.

“SEBI” means the Securities and Exchange Board of India.

All the words and expressions used in this Policy, unless defined herein, shall have the meaning assigned to them under the Listing Regulations and in absence of its definition or explanation therein, as per the Act.

4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

An event / information shall be considered as material if such event / information meets any of the following criteria:

- (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;
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) 2% of turnover, as per the last audited consolidated financial statements of the Company;
 - (2) 2% 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;
 - (3) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
- (d) in case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, any other event / information which is treated as being material in the opinion of the Board of Directors.

The Listing Regulations divide the events / information that are material and which need to be disclosed broadly in two categories. The events / information that have to be necessarily disclosed without the applicability of guidelines of materiality are indicated in Para A of Part A of Schedule III of the Listing Regulations. Para B of Part A of Schedule III of the Listing Regulations indicates the events that shall be disclosed by the Company, if considered material, based on application of the guidelines of materiality given above.

5. DISCLOSURES OF EVENTS OR INFORMATION

- (a) The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the following:
 - (1) 30 (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 3 (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 3 (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 1 (one) day, the financial results shall be disclosed within 30 (thirty) minutes or 3 (three) hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (2) 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- (3) 24 (twenty four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company;

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III of the Listing Regulations, is maintained in the structured digital database 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 exchange(s) within 72 (seventy two) hours of receipt of the notice by the Company.

Provided further that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the Listing Regulations shall be made within such timelines.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

- (b) The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (c) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Listing Regulations, and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per its policy for Preservation and Archival of Documents, as disclosed on its website.
- (d) The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company.
- (e) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- (f) The Company may on its initiative also, confirm or deny any reported event or information to stock exchange(s), in the manner specified under the Listing Regulations.
- (g) In case where an event occurs or information is available with the Company, which has not been indicated in Paragraph A of Part A, or Paragraph B of Part A, of Schedule III of the Listing Regulations, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

6. AUTHORITY TO KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company viz. H S Zaveri, Vice-Chairman & Managing Director, Mr. Raman Malhotra, Chief Financial Officer and Mr. Kishor Talreja, Company Secretary of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy.

Contact details of the above-mentioned Key Managerial Personnel:

Sr. No.	Name	Designation	Contact details
1.	Ms. Harshbeena Zaveri	Vice-Chairman & Managing Director	Email: investorcare@nrb.co.in Tel: 022-22664160
2.	Mr. Raman Malhotra	Chief Financial Officer	
3.	Mr. Kishor Talreja	Company Secretary & Compliance Officer	

7. AMENDMENTS

The Board may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) of this Policy with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations, the Act or any other statutory enactments or rules, the provisions of the Listing Regulations, the Act or such other statutory enactments or 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.

9. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company. This Policy shall also be hosted on Company's intranet.