



POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

Amara Raja Energy & Mobility Limited

CIN: L31402AP1985PLC005305

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1. LEGAL FRAMEWORK & PREAMBLE

The equity shares of Amara Raja Energy & Mobility Limited (ARE&M or the Company) are listed in India on BSE Ltd. and National Stock Exchange of India Ltd. The objective of this Policy is to serve as a guiding charter to the management to ensure that timely and adequate disclosures of events or information are made to the investor community by the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), to enable them to take well informed investment decisions with regard to the securities of the Company.

This Policy has been formulated in accordance with the extant guidelines laid down by Securities Exchange Board of India (SEBI) under Regulation 30 and other applicable provisions of the SEBI Listing Regulations including Schedule III, SEBI circulars, any Frequently Asked Questions (FAQs) and Industry Standards issued in this regard, as amended from time to time, with respect to disclosures of events and information by listed entities.

The Company's Board of Directors at their meeting held on February 2, 2016 had approved the "Policy for Determination of Materiality of Events or Information", which was last amended by the Board on February 11, 2026. This amended Policy is effective from February 11, 2026.

2. DEFINITIONS

- a. **"Board"** means the Board of the Directors of the Company;
- b. **"Key Managerial Personnel"** means the personnel as defined under Section 2(51) of the Companies Act, 2013 (Act), as amended from time to time;
- c. **"Material Event(s)"** means those event/s specified in:
 - (i) Events specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as amended from time to time), being deemed material events, which the Company shall compulsorily disclose; and
 - (ii) Events specified in Para B of Part A of Schedule III, based on application of the guidelines/criteria for materiality as specified in Clause 5 herein;
- d. **"Ordinary course of business" or "normal course of business"** refers to all activities that are permitted by the objects of the Company; necessary, normal and incidental to the business of the Company. These may also be common practices, historical practices and customs of commercial transactions with a pattern of frequency.
- e. **"Policy"** means this Policy for Determination of Materiality of Events or Information

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

3. 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 SEBI Listing Regulations (as applicable from time to time, including any amendments) without any application of the guidelines for materiality, as specified in sub-regulation (2) of Regulation 30 of the SEBI Listing Regulations, within the prescribed timeline.

4. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events, which are specified in Para B of Part A of the SEBI Listing Regulations (as applicable from time to time, including any amendments) subject to application of the guidelines for materiality as specified in sub-regulation (4)(i) of Regulation 30 of the SEBI Listing Regulations.

5. GUIDELINES FOR DETERMINING MATERIALITY

Persons responsible for determining materiality:

The Managing Director & CEO, Executive Director(s), Chief Financial Officer and Company Secretary of the Company ("Authorized Person(s)") shall determine the materiality of the event/information, based on application of the materiality guidelines provided under Regulation 30(4)(i) of the SEBI Listing Regulations. Further, the Senior Management Personnel shall identify potential event or information, which may be material, pertaining to their functional roles and report the same to the aforesaid Authorized Persons.

Materiality Test:

Quantitative 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 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.

Qualitative criteria would mean an event/ 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; or
- (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) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

Subsidiaries:

The Company shall disclose all such events pertaining to its subsidiaries, which are specified in Paras A and B of Part A of the SEBI Listing Regulations (as applicable from time to time, including any amendments) which are material to the Company in terms of Regulation 30(9) of the SEBI Listing Regulations. Materiality will be determined as per the "Materiality test".

6. GUIDANCE ON WHEN AN EVENT/INFORMATION HAS OCCURRED

An event/information can be said to have occurred:

- a. in case of any discussions, negotiations or approval it would depend upon the stage of discussion, negotiation or approval.
- b. in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, it would depend upon the timing when the Company became aware of the event/information.

In the (a) above, the events/information can be said to have occurred upon receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval.

In the (b) above, the events/information can be said to have occurred when a listed entity becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Further, with reference to Regulation 30A of the SEBI Listing Regulations, shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, shall inform the Company within two working days to enable the Company to undertake the necessary disclosures, about any agreement (entered into by them or among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially) or whose purpose and effect is to:

- a) impact the management or control of the Company; or
- b) impose any restriction or create any liability upon the Company.

7. PERSONS RESPONSIBLE FOR DISCLOSURE

The following persons are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s):

- Managing Director & CEO
- Executive Director(s)
- Chief Financial Officer
- Company Secretary

The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise his/her own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/she may consult Chairman or any other Director before disclosing the information to the Stock Exchange(s).

8. CONTENTS OF COMMUNICATION

The Communication to stock exchanges for public dissemination may contain the minimum details that need to be provided as stipulated by SEBI Listing Regulations or any other such regulations, from time to time. In case, the Company is unable to disclose any specific details for any reason as stipulated by

Regulations, it can make the disclosure without such specific details provided an appropriate reasoning for the same, forms part of the said Communication.

While care should be exercised in making adequate and appropriate disclosures, it should also be ensured that the disclosure does not result in establishing a false market for the Company’s securities.

9. TIME OF DISCLOSURE

The disclosure of event/s or information specified in Schedule III of the Regulations as amended from time to time, shall be made as soon as possible but strictly within the timelines prescribed under Regulation 30 or any other such regulation, including:

- a) within 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company
- b) 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
- c) Disclosure with respect to events for which timelines have been specified in Part A of Schedule III or any other such regulation shall be made within such timelines.

However, in cases where the disclosure is made after the stipulated time limit, the Company can disseminate the disclosure along with an explanation for the delay.

The disclosure of event/s or information specified in sub-para 4 of Para A of Part-A of Schedule III of the Regulations shall be made within thirty minutes or three hours from the conclusion of the Board Meeting or such timeline as specified under SEBI Listing Regulations.

10. MANNER OF DISCLOSURE:

Any information to be disseminated is required to be given in a separate letter addressed to Stock Exchange(s) and sent via e-mail or posted on the electronic platform as maintained by the Stock Exchanges. The Company shall also disclose on its website all such intimations which have been sent to Stock Exchange(s). Such disclosures shall be hosted on the website of the Company for a minimum period of five years or such period as prescribed under the SEBI Listing Regulations and thereafter as per the Company’s Archival Policy, as disclosed on its website.

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

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Version	Board Approval Date
V0	February 2, 2016
V1	November 12, 2021
V2	August 12, 2023
V3	February 11, 2026