

MATERIALITY POLICY

Date of Approval	27th August, 2025
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This document sets out the materiality policy in connection with the identification and disclosure of: (i) outstanding material litigation (in addition to all criminal proceedings, actions by statutory/regulatory authorities and tax matters where applicable) involving CMR Green Technologies Limited, its Directors, its Subsidiaries, its Promoters, Key Managerial Personnel and members of Senior Management; (ii) its Group Company(ies); (iii) the material creditors of the Company and the dues outstanding to such material creditors; and (iv) Identification of 'material' companies to be disclosed as Group Companies in the Offer Documents (collectively, the **Materiality Policy**), each in terms of the disclosure requirements under Schedule VI to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**).

The Board of Directors of the Company (**Board**) at their meeting held on 27th August, 2025 discussed and approved this Materiality Policy. This Materiality Policy shall be effective from the date of its approval by the Board.

In this Materiality Policy, the term "**Offer Documents**" shall mean the draft red herring prospectus, the red herring prospectus and the prospectus, and any addendum or corrigendum thereto to be filed and/or submitted by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India (**SEBI**) or the Registrar of Companies, Delhi and Haryana at New Delhi (**RoC**) and/or the stock exchanges where the equity shares of the Company are proposed to be listed, and/ or any other authorities, regulatory or otherwise, as applicable.

All capitalised terms not specifically defined in this Policy shall have the meanings ascribed to such terms in the respective Offer Documents.

The policy on identification of material outstanding litigation shall be without prejudice to any disclosure requirements which may be prescribed under the Companies Act, 2013, as amended, and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the Offer Documents or by SEBI and/ or such other relevant authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints, or any other applicable law. In this regard, it is clarified that the policy on identification of material outstanding litigation is solely adopted from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and should not be applied towards any other purposes.

In terms of SEBI ICDR Regulations, the Company is required to disclose the following pending litigation involving itself, its Directors, its Promoters, its Subsidiaries, Key Managerial Personnel and members of Senior Management in the Offer Documents. Accordingly, the details below shall be disclosed for litigation involving the Company, its Directors, its Promoters, its Subsidiaries, Key Managerial Personnel and members of Senior Management:-

- a. All outstanding criminal proceedings (including first information reports irrespective of any cognizance taken by any court);
- b. All outstanding actions by statutory and/ or regulatory authorities (including any findings/observations of any of the inspections by SEBI or any other regulatory authority or penalties show cause notices);
- c. Outstanding claims and proceedings related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount;

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- d. All criminal proceedings involving its Key Managerial Personnel and members of Senior Management and all actions by regulatory authorities and statutory authorities against any of its Key Managerial Personnel and members of Senior Management; and
- e. Other pending litigations/arbitration proceedings (including show cause notices) - As per the policy of materiality defined by the Board and disclosed in the Offer Documents.

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose (i) any disciplinary action (including any penalty) imposed by SEBI or any of the stock exchanges against any of the Promoters in the 5 financial years preceding the date of the relevant Offer Document as well as in current year in which the relevant Offer Document is getting filed, including any outstanding action; and (ii) outstanding litigation (including first information reports) involving the Group Company(ies), which may have a material impact on the Company, as applicable.

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

For purposes of (e) above, all outstanding litigation/ arbitration proceedings (other than those covered under (a) - (d) above) involving the Company, its Directors, its Promoters and its Subsidiaries shall be considered "material" and disclosed in the Offer Documents:

- (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds 2% of the turnover of our Company as per the latest annual Restated Consolidated Financial Statements of our Company i.e., ₹1,339.33 million; or (ii) 2% of net worth of our Company as per the latest annual Restated Consolidated Financial Statements of our Company (except in case the arithmetic value of the net worth is negative) i.e., ₹91.68 million; or (iii) 5% of the average absolute value of profit or loss after tax of our Company as per the last three annual Restated Consolidated Financial Statements of our Company, whichever is lower i.e., (₹ 289.51 million)*
- (ii) where monetary liability is not determinable or quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold specified in (i) above, but the outcome of any such pending proceeding may have a material adverse effect on the financial position, business, operations, performance, prospects or reputation of the Company in the opinion of the Board; or
- (iii) any findings or observations arising out of any of the inspections by SEBI or by any other regulator in or outside India, which are outstanding.
- (iv) litigations where the decision in one litigation is likely to affect the decision in similar litigations, and the aggregate monetary claim amount in all such litigation / arbitration proceedings is equal to or in excess of threshold set forth above even though the amount involved in an individual litigation may not exceed the materiality threshold set forth in (i) above.

**Since the average absolute value of profit or loss after tax of our Company as per the last three annual Restated Consolidated Financial Statements of our Company is negative, the Company has considered 0.1% of the revenue from operations for Fiscal 2025 as the materiality threshold for the purpose of disclosures in the Offer Document which is ₹66.67 million.*

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation (including first information reports) involving its Group Company(ies) which has a material impact (as determined by the Board) on the Company.

It is clarified that: (i) First information reports (FIRs) (irrespective of any cognizance taken by any court) initiated against the Company, Promoters, Directors, Key Managerial Personnel and members of Senior Management or the Subsidiaries shall also be disclosed in the Offer Documents; and (ii) Pre-litigation notices received by the Company, Directors, Promoters, Key Managerial Personnel and members of Senior Management or the Subsidiaries, or its Group Company(ies), from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until the Company, Promoters, Directors, Key Managerial Personnel and members of Senior Management or the Subsidiaries, or its Group Company(ies), is impleaded in proceedings before any judicial/ arbitral forum.

With respect to cases under Section 138 of the Negotiable Instruments Act, 1881, which are in the ordinary course of the business, the aggregate number of cases and the aggregate amount involved in such proceedings shall be disclosed in a generic manner without providing specific details of each of the matter.

I. Materiality policy for group companies

In terms of the SEBI ICDR Regulations, the term 'group companies' includes:

- a. Such companies (other than promoters and subsidiaries) with which the relevant issuer company had related party transactions, during the period for which financial information is disclosed in the relevant Offer Documents, as covered under the applicable accounting standards;
- b. Such companies (other than the corporate promoter and subsidiaries of the Company and companies categorized under (i) above) shall be considered material, if (a) such companies are a part of the 'promoter group' (in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations), and with which the Company has had one or more transactions in the most recent financial year or the relevant stub period, as applicable, as disclosed in the Restated Consolidated Financial Statements included in the Offer Documents, exceeds individually or in the aggregate, 10.00% of the total restated consolidated revenue from operations of the Company for the most recent financial year or stub period, as the case may be, for which Restated Consolidated Financial Statements are included in the Offer Documents, and
- c. Any other companies considered material by the Board.

Accordingly, for I(a) above, all such companies (other than the promoters and subsidiaries) with which there were related party transactions during the periods covered in the Restated Consolidated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

For paragraph I(b) above, the Company has considered the following companies as a group company.

1. Toyota Tsusho Corporation
2. Sanjivani Metal Trading Private Limited
3. CMR Chiho Industries India Private Limited
4. CMR-Chiho Recycling Technologies Private Limited
5. CMR Tech Solutions Private Limited
6. Kent Industrial Park Private Limited
7. Toyota Tsusho India Private Limited
8. Nikkei MC Aluminium Co., Ltd.
9. Nikkei CMR Aluminium India Private Limited
10. Kataria Automobile Private Limited
11. Nippon Light Metal Co., Ltd.

II. Materiality policy for material creditors

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In terms of SEBI ICDR Regulations, the Company shall make the following disclosures in the Offer Documents for outstanding dues to creditors (except banks and financial institutions from whom the Company has availed financing facilities):

- a. Based on the policy on materiality adopted by the Board and as disclosed in the Offer Documents, details of the Company's creditors, including the consolidated number of creditors and the aggregate amount involved;
- b. Consolidated information on outstanding dues to micro, small and medium enterprises, and other creditors, separately giving details of number of cases and amount involved; and
- c. Complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

For outstanding dues to micro, small and medium enterprises ("MSME") and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

For the purposes of identification of material creditors, in terms of point II(a) above, a creditor of the Company, shall be "material" for the purpose of disclosure in the Offer Documents, if amounts due to such creditor is equal to or in excess of 5% of the total trade payables of the Company as at the end of the latest financial period covered in the Restated Consolidated Financial Statements of the Company to be included in the Offer Documents.

General

It is clarified that the Materiality Policy is solely for the purpose of disclosure requirements in Offer Documents prescribed under the SEBI ICDR Regulations and should not be applied towards any other purpose.

The Materiality Policy shall be without prejudice to any disclosure requirements which may be prescribed by SEBI and/ or any other regulatory or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

The Materiality Policy shall be subject to review and/ or changes as may be deemed necessary and in accordance with applicable law from time to time.

All capitalised terms not specifically defined in this Materiality Policy shall have the same meanings ascribed to such terms in the Offer Documents.

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Recommended by:



Srishti Saxena
Company Secretary & Compliance Officer



Approved by:


Raghav Agarwal
Director