



**MAKS ENERGY SOLUTIONS INDIA LIMITED**

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND  
INFORMATION**



Sourabh - M - Shaw

## 1. BACKGROUND

This Policy has been made pursuant to Regulation 30 (4) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) which requires “**Maks Energy Solutions India Limited**” (the “**Company**”) to formulate a policy for determination of materiality of events and information that warrant disclosures to investors.

## 2. OBJECTIVE OF THE POLICY

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Listing Regulations and to provide an overall governance framework for such determination of materiality.

## 3. RESPONSIBILITIES FOR DISCLOSURES

The Managing director to have responsibility for:

- (a) deciding if information should be disclosed to the Stock Exchanges, based on the guidelines set forth in this Policy and making appropriate disclosures in respect thereto;
- (b) ensuring compliance with the Company's continuous disclosure obligations;
- (c) establishing a system to monitor compliance with the Company's continuous disclosure obligations and this Policy.

## 4. DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

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

In order to enable determining whether a particular event/information is material in nature, the following criteria in accordance with the Listing Regulations shall be considered:

- (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;
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of the Company, the event / information is considered material.



## 5. DISCLOSURE OF EVENTS AND INFORMATIONS

The Disclosure of information either to stock exchange or in the press or public medium shall be routed through the Compliance Officer. All the directors, key managerial persons and employees one level below board of directors (including functional heads) shall, on becoming aware of any information at any time which may be considered to be material as per criteria specified, must immediately report the same with adequate supporting data to the Compliance officer. Based on the information or event, the Compliance Officer shall in consultation with Managing director decide about the disclosure of information or any event.

The Company shall disclose to the stock exchange(s) all material events or information as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information.

The Company will publicly release all information disclosed to the Stock Exchanges under this Policy, by placing it on its website for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on website.

The Events which shall be disclosed without any application of the guidelines for materiality are listed in Annexure A to this Policy.

Events which shall be disclosed upon application of the guidelines for materiality are listed in Annexure B to this Policy.

In order to enable Investors to make well informed investment decisions, timely, adequate and accuracy of disclosure of information on on-going basis is essential. SEBI, therefore, issued a guidance note on September 9, 2015 indicating the details that need to be provided while disclosing events given in para A and B of Schedule- III of Listing Regulations. The Company shall provide such details as specified from time to time and as may be applicable. The guidance given by SEBI on when an event or information can be said to have occurred is also annexed as Annexure- C.

## 6. REVIEW AND AMENDMENTS

The Compliance officer, in consultation with the Board, will review this policy as often as he/she considers necessary. The Board may change this policy from time to time by resolution.

## 7. EFFECTIVE DATE:

The Policy as approved by the Board of Directors shall be effective from 30<sup>th</sup> May 2020



## 8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations/Companies Act, 2013 or any other statutory enactments, rules, such provisions of Listing Regulations/Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

## 9. WEBSITE:

The Policy shall be hosted on the website of the Company.

## 10. CONTACT DETAILS:

Queries or clarifications about the policy or disclosures made by the Company to the stock exchange should be referred to the following Key Managerial personnel of the Company, who is responsible for determining materiality of any event or information and for the purpose of making disclosures to stock exchange.

1. Mr. Sourabh Mahendra Shaw, Managing director at  
Ph No: 020 2611 9500  
E-Mail Id: ss@maksgenerators.com



## Annexure A

### **A. Events which shall be disclosed without any application of materiality guidelines specified in this Policy**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation: - For the purpose of this sub-para, the word 'acquisition' shall mean:

- (i) acquiring control, whether directly or indirectly; or,
  - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
    - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
    - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
  3. Revision in Rating(s).
  4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
    - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
    - b) any cancellation of dividend with reasons thereof;
    - c) the decision on buyback of securities;
    - d) the decision with respect to fund raising proposed to be undertaken
    - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
    - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
    - g) short particulars of any other alterations of capital, including calls;
    - h) financial results;



- i) Decision on voluntary delisting by the Company from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

(7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.

(7B) Resignation of auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

- i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
  - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
  - iii. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
8. Appointment or discontinuation of share transfer agent.
  9. Corporate debt restructuring.
  10. One-time settlement with a bank.
  11. Reference to BIFR and winding-up petition filed by any party / creditors.
  12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture



holders or creditors or any class of them or advertised in the media by the Company.

13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of Company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;
16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
  - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
  - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - m) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - k) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
  - l) Any other material information not involving commercial secrets.]128



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## Annexure B

### **B. Events which shall be disclosed upon application of the materiality guidelines referred to in this Policy**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
  2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
  3. Capacity addition or product launch.
  4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
  5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
  6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
  7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
  8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
  9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
  10. Options to purchase securities including any ESOP/ESPS Scheme.
  11. Giving of guarantees or indemnity or becoming a surety for any third party.
  12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- C. Any other information/event which is exclusively known to the Company, in such case, to enable the holders of securities of the Company to appraise their position and to avoid the establishment of a false market in such securities, such information/ event is necessary to be known by the holders of securities.





D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

Annexure-C

Guidance on when an event/information has occurred:

1. The listed entity may be confronted with the question as to when an event/information can be said to have occurred.
2. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the listed entity became aware of the event/information.

2.1. In the former, 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.

2.2. In the latter, 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.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

For Maks Energy Solutions India Ltd.

*Soumen M - Shaw*

Authorised Signatory/Director

