

## **POLICY ON DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION**

### **SWARAJ GREEN POWER AND FUEL LIMITED**

#### **A. Preamble**

The Board of Directors (the “**Board**”) of Swaraj Green Power and Fuel Limited (the “**Company**”) has approved the policy for the determination of materiality of events & information (the “**Policy**”) at its Meeting held on May 24, 2025. The Policy is framed in accordance with the requirements of the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) as amended from time to time. This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the SEBI Listing Regulations.

#### **B. Objective and scope**

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

#### **C. Definitions**

"**Act**" shall mean the Companies Act, 2013 and Rules framed thereunder, including any modifications, amendments, clarifications, circulars or reenactment thereof;

"**Board**" shall mean Board of Directors of the Company;

"**Material Events**" shall mean such events or information as set out in the Annexures or as may be determined in terms of Clause E of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly;

"**Policy**" shall mean this Policy for Determination of Materiality of events & information and as amended from time to time;

"**SEBI Listing Regulations**" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"**Schedule**" shall mean Schedule III of SEBI Listing Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa. Words importing the masculine gender also include the feminine gender and neutral gender.

#### **D. Disclosure Requirements under the SEBI Listing Regulation**

Regulation 30 of Listing Regulations, 2015 and Schedule III of the SEBI Listing Regulation, has categorized material events and information that will have a bearing on the performance / operations of the Company. The disclosures of events and information which the Company shall make to the stock exchange(s) as broadly categorized under the Listing Regulations are as under:

- a. Events listed in Clause A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed material and disclosed to stock exchanges without any application of the guidelines for materiality i.e., these are mandatorily to be disclosed irrespective of the extent of happening of event.
- b. Events that have been provided in Clause B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed to stock exchanges upon application of the guidelines for materiality to be determined by the authorised key managerial personnel on the basis of criteria as mentioned in Regulation 30(4) of the SEBI Listing Regulations.
- c. Event / information specified in Clause C and D of Part A of Schedule III of the SEBI Listing Regulations are required to be disclosed based on the Company's assessment in accordance with the Listing Regulations.
- d. Any event / information which in the opinion of the Board of Directors of the Company, is material.
- e. Event / information with respect to subsidiaries of the Company which are material for the Company.

**E. Authority to determine Materiality of Event**

The respective heads of various departments (“**Designated Officers**”) who are responsible for relevant areas of the Company's operations to which any item of information relates must report to Executive Director/Whole-Time Director, Chief Executive Officers (CEO), Chief Financial Officer (CFO), Company Secretary & Compliance Officer of the Company (hereafter referred a “**Key Managerial Personnel**”) any event / information which is material as defined in this Policy or of which Designated Officer is unsure as to its materiality. The company secretary of the Company shall always be marked on such communication. The event / information should be reported immediately after a Designated Officer becomes aware of it.

<b>Official(s) Authorised</b>	<b>Contact Detail</b>
Wholetime Director	Gat No. 332/B/2, Upalave, Tal. Phaltan, Satara, Maharashtra 415523
Chief Executive Director	Gat No. 332/B/2, Upalave, Tal. Phaltan, Satara, Maharashtra 415523
Chief Financial Officer	Gat No. 332/B/2, Upalave, Tal. Phaltan, Satara, Maharashtra 415523
Company Secretary & Compliance Officer	Gat No. 332/B/2, Upalave, Tal. Phaltan, Satara, Maharashtra 415523

On receipt of a communication of a potential material event / information, the Key Managerial Personnel shall:

- a. Review the event / information and take necessary steps to verify its accuracy;
- b. Assess if the event / information is required to be disclosed to the Stock Exchanges under the Regulations and this Policy and take necessary actions as per Clause E & F of this Policy.

If the Key Managerial Personnel are not certain about the materiality of any event / information, they may refer matter for external legal advice for appropriate guidance thereafter.

**F. Guideline for determination of Materiality of Events or Information:**

The following criteria shall be considered by the Key Managerial Personnel for determination of material events or information:

Where the omission of an event/information:

- a. which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b. is likely to result in significant market reaction if the said omission came to light at a later date; or
- c. 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 3 audited consolidated financial statements of the Company.
- d. in case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material. Where the above specified criteria is not applicable, the Disclosure Committee shall determine materiality of events or information.
- e. while determining the criteria for materiality of the events or information, the Key Managerial Personnel, in addition to aforesaid criteria, shall also consider the Industry Standards on Regulation 30 of SEBI Listing Regulation as per circular no. SEBI/HO/CFD-Pod-2/P/CIR/2025/25 dated February 25, 2025 and any amendments thereof.

**G. Specified Events or Information:**

The Key Managerial Personnel shall, inter alia, disclose to the stock exchanges the events or information as may be specified in Para A and Para B of Part A of Schedule III of SEBI Listing Regulations, as amended from time to time.

**H. Reporting of Material Events or Information**

The Company (through the Key Managerial Personnel, who are severally authorized to make disclosure) will disclose to the stock exchange(s) all events or information that are material in terms of the provisions of SEBI Listing Regulations and the circular dated July 13, 2023 issued by SEBI titled 'Disclosure of material events / information by listed entities under Regulations 30 and 30A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015' ('Circular') as soon as reasonably possible and in any case not later than the following:

- a. 30 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 three hours before the beginning of the normal trading hours of the next trading day, the listed entity 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.

- b. 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company; and
- c. 24 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 listed entity 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, is maintained in the structured digital database of the listed entity 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 seventy-two hours of receipt of the notice by the listed entity

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

In case the disclosure is made after the timeline specified under the Listing Regulations and the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 for implementation of recommendations of Expert Committee, the Company shall, along with the delayed disclosure provide the explanation for the delay.

In terms of assessing when an event / information is said to have occurred for disclosure, the Company shall be guided by the principles set out in Annexure III of the SEBI Circular dated July 13, 2023 or any amendments thereof.

The listed entity shall disclose the intimations made to stock exchanges under Regulation 30 of the SEBI Listing Regulations on its website, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.

## **I. Communication and dissemination of the policy**

This Policy after duly approved by the Board of Directors shall be notified and communicated to the all employees / functional head of respective departments of the Company. The new employees shall be informed about the Policy by the Key Managerial Personnel. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company.

**J. Amendments**

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

**K. Non-Adherence**

Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

**L. Scope and Limitation**

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