

OPERATIONAL ENERGY GROUP INDIA LIMITED



DETERMINATION OF MATERIALITY OF EVENTS POLICY

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1. INTRODUCTION

This policy on the determination of materiality of events ("Policy") is formulated by the Board of Directors of the "Operational Energy Group India Limited" in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Companies Act, 2013, along with allied rules and regulations, to ensure timely and adequate disclosure of material events and information to the stock exchange.

This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ("SEBI Circular"). SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated February 25, 2025, has issued the "Industry Standards Note (ISN) on Regulation 30 of the SEBI LODR Regulations, 2015".

The said Materiality Policy shall be read and complied with in line with the aforesaid SEBI Circular dated February 25, 2025, as amended from time to time. The Board of Directors of the Company shall review, and if found required, may amend this Policy from time to time.

The Policy applies in respect of disclosure of material events in relation to the Company, its Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under Applicable Laws. This Policy is in addition to and does not derogate from other applicable policies of the Operational Energy Group India Limited relating to disclosure of information from time to time.

2. OBJECTIVE

The objective of this Policy is to establish guidelines for the identification of material events and information, ensuring transparent and timely disclosure to stakeholders in compliance with applicable regulatory requirements.

3. DEFINITIONS

- **Act:** The Companies Act, 2013, and the rules made thereunder.
- **Board:** The Board of Directors of the Company.
- **Company:** Operational Energy Group India Limited.
- **LODR Regulations:** SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **Stock Exchange(s):** The recognized stock exchange(s) where the equity shares of the Company are listed.
- **Material Event:** Events specified in Schedule III of SEBI LODR, as well as other events determined based on the criteria specified under this Policy.
- Board of Directors, CEO, CFO, Key Managerial Personnel, Senior Management Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms

under the Listing Regulations, Companies Act, 2013 (“Act”) or any other applicable laws or regulations, as the case may be.

- **Relevant Employees** shall mean and include - Senior Management Personnel as may be decided by the Board; Such persons as may be identified by Managing Director and Chief Financial Officer from time to time.

4. AUTHORISED KEY MANAGERIAL PERSONNEL

4.1. Pursuant to Regulation 30(5), the Board of Directors have authorised Key Managerial Personnel of the Company (‘KMP’) who presently are the Managing Director, the Chief Financial Officer and the Company Secretary (‘Authorised KMP’), for the purpose of determining materiality of an event or information and making disclosure to stock exchanges.

4.2. The materiality of the event or information will be decided in consultation with Business Heads, Plant Heads, Project Heads, Relevant Employees and Senior Management Personnel, or persons connected with the event or information.

4.3. The Authorised KMP shall have the following powers and responsibilities for determining material events or information within the Company:

- To review and assess the materiality of an event that may qualify as ‘material’ and may require disclosure, on the basis of facts and circumstances prevailing at that point in consultation with the Director and in his absence, the Chief Financial Officer.
- For this purpose, the relevant details of event or information shall be sent to the Authorised KMP promptly or as soon as practicable to enable its disclosure to the stock exchanges within the stipulated timelines.
- To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts.
- To disclose material developments on a regular basis, till such time the event or transaction is resolved/closed, with relevant explanations.
- To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
- To disclose material events or information with respect to the subsidiaries of the Company.
- Any decision taken by Authorised KMP shall be valid and binding on the Company and contact details of such Authorised KMP shall be disclosed to the stock exchange and also be placed on the Company’s website.

5. CRITERIA FOR DETERMINATION OF MATERIALITY

5.1 Events specified under **Part A of Schedule III** of SEBI LODR are deemed material and shall be disclosed to the stock exchanges without applying any materiality criteria.

5.2. For other events, materiality shall be assessed based on whether the event/information is likely to have a significant impact (quantitative or qualitative) on the business, operations, financial position, or reputation of the Company. Events shall be deemed material if the value or impact exceeds the lower of:

- 2% of turnover as per the last audited consolidated financial statements;
- 2% of net worth (unless net worth is negative);
- 5% of the average of absolute profit/loss after tax for the last three audited financial years.

The omission of such disclosure is likely to

- result in a discontinuity or alteration of an event already available publicly; or
- result in significant market reaction if the said omission came to light at a later date;

5.3. The three thresholds under 5.2 shall be applied independently using the principle of *Reddendo Singula Singulis (by assigning each one to each one)*, depending on the nature of the event. For example:

- Compare with turnover for revenue-linked events;
- Compare with PAT for profit-impacting events.
- Reference may also be made to SEBI/Stock Exchange circulars, ISF notes, or FAQs.

5.4. The quantitative criteria shall apply to events specified in Para B of Part A of Schedule III of the Listing Regulations and shall serve as reference for determining materiality and arriving at the overall decision on the event to be reported by the Company Secretary.

5.5. The event or information is considered material in the opinion of the Board or the Key Managerial Personnel (KMPs).

5.5. The Company shall confirm, deny, or clarify any reported event/information in the Mainstream Media, which is not general in nature, and which indicates that rumour of an impending specific event or information is circulating amongst the investing public; provided such rumour results in a material price movement in the shares of the Company, determined in the manner prescribed under Regulation 30 of the Listing Regulations.

5.6. The Company shall be deemed to have material business operations in the foreign jurisdiction, where:

Turnover of subsidiaries, joint ventures and associates in the relevant foreign jurisdiction during the preceding financial year exceeds five percent or more based on latest audited consolidated turnover of the Company.

5.7. The Board of Directors, either on its own or through any Committee/Functional Heads as may be delegated by the Board shall identify the list of foreign business/financial news sources for tracking rumour publication for the purpose of compliance with the provisions of Regulation 30(11) of Listing Regulations in respect of rumours published in international media.

6. DISCLOSURE OF EVENTS/ INFORMATION TO STOCK EXCHANGES

6.1. Any event or information falling under Regulation 30 of Listing Regulations shall be informed to the Authorised KMP promptly upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchange.

6.2. The Company shall disclose all events or information within timelines as specified in the Listing Regulations.

6.3. The disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

6.4. In case the disclosure is made after the timelines specified above of the occurrence of such event/information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

6.5. Any other event, even if not covered under the Listing Regulations but is potentially of price sensitive nature, must also be informed for further evaluation, to the Authorised KMP.

The Authorised KMP will ascertain the materiality of events or information considering their nature and relevant impact in terms of discontinuity of market information and significant market reaction in case of omission. The respective departments shall assist the Authorised KMP in this assessment.

6.6. After evaluation, the Authorised KMP shall issue a suitable disclosure to the Stock Exchanges in consultation with the CEO & Managing Director and in his absence, Chief Financial Officer, pursuant to Regulation 30 of the Listing Regulations.

6.7. The Company shall disclose to the stock exchange(s) material updates on the events/information disclosed under this Policy till such time the event is resolved/closed, with relevant explanations.

7. DISCLOSURE MECHANISM

- All disclosures shall be made to the stock exchanges where the Company's securities are listed.
- The disclosures shall also be hosted on the Company's website for a minimum period of five years.
- The Company shall also provide necessary clarifications to the stock exchanges if sought.

A. TIMELINES FOR DISCLOSURE The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

B. DISCLOSURE OF THE POLICY This Policy will be uploaded on the website of the Company www.oegglobal.com

C. EVENTS / INFORMATION WITH RESPECT TO SUBSIDIARIES The Company shall disclose all events or information with respect to Subsidiaries as are required under Applicable Laws.

9. AMENDMENTS AND REVIEW

The Board of Directors reserves the right to review and amend this Policy from time to time to ensure compliance with regulatory changes and best governance practices. In case of any subsequent changes

in the provisions of the Listing Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Listing Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly.

10. EFFECTIVE DATE

This Policy shall come into effect from the date of approval by the Board and shall remain in force unless amended or replaced by a new policy.

11. CONTACT DETAILS

11.1 Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy:

Email: cs@oegindia.com

Ph: +914443949300

Amended: May 28, 2025,

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