

## POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

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### 1. LEGAL FRAMEWORK

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), requires Clean Max Enviro Energy Solutions Limited (“the Company”) to frame a policy for determination of materiality of events or information and disclosure of events or information to the stock exchange(s), based on the criteria specified in the SEBI Listing Regulations. The contents of the disclosure shall be as per guidance issued by the Securities and Exchange Board of India (“SEBI”) under Section V-A of Chapter V of the master circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“Master Circular”) read with Industry Standards Note on Regulation 30 of the LODR Regulations (“Industry Standards Note”) or such amendments as may be issued from time to time.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors vide its resolution dated 14 August 2025 approved the “Policy for Determination of Materiality of Events or Information” and this Policy is effective from 14 August 2025 .

The Board shall review, and if found required, may amend this Policy from time to time. This Policy is applicable to the Company with immediate effect of listing of securities of Company

### 2. OBJECTIVE

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorized Key Managerial Personnel (“**Authorized KMP**”) or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

### 3. INTRODUCTION

In this Policy, unless the context otherwise requires:

- (a) “**Act**” means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- (b) “**Board of Directors**” or “**Board**”) means the Board of Directors of the Company.
- (c) “**Company**” means Clean Max Enviro Energy Solutions Limited.
- (d) “**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) “**LODR Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

- (f) “**Net Worth**” shall have the meaning assigned to it in Section 2(57) of the Act;
- (g) “**Policy**” means this policy, as amended from time to time.
- (h) “**SEBI**” means the Securities and Exchange Board of India.
- (i) “**Rules**” means the rules made under the Act.
- (j) “**Stock Exchange(s)**” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- (k) “**Turnover**” shall have the meaning assigned to it in Section 2(91) of the Act; All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 (“SEBI Act”) and the Securities Contracts (Regulation) Act, 1956 (“SCRA”).

#### **MATERIAL EVENT OR INFORMATION:**

1. *Deemed material event or Information:* Events listed in Para A of Part A of Schedule III of the SEBI Listing Regulations read with Industry Standards Note shall be mandatorily disclosed by the Company to the stock exchange(s) without applying any test of materiality.
2. *Determined material events or information:* Events listed in Para B of Part A of Schedule III of the SEBI Listing Regulations read with Industry Standards Note shall be disclosed by the Company to the stock exchange(s) subject to application of the criteria as specified in paragraph III above.
3. *Other material events or information:* Events/information not covered by Sub-Para 1 or 2 above, but constituting any major development that is likely to affect the Company’s business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, and any other information that is exclusively known to the Company, and knowledge of which may be necessary 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, shall be disclosed if disclosure of such events/information is expected to trigger a market reaction.
4. Any material development in the event/information already disclosed to the stock exchange(s), as determined by the Authorized KMP, shall be disclosed on a regular basis, until such time the event is resolved/ closed, with relevant explanations. For this purpose, material developments shall include, but are not limited to, a material change in the stage, status of approval, discontinuation, material modification in terms of Expected Impact in Terms of Value.
5. Events/information that relate to the Company’s material subsidiaries, as determined based on their impact on consolidated results, and which is likely to result in a market reaction for the Company, shall also be disclosed to the stock exchange(s).
6. As the Company has also listed its non-convertible securities, the Company will be required to make disclosure of events specified in Part B of Schedule III, which either (i) have bearing on the performance or operation of the Company, (ii) are price- sensitive or(iii) may affect the payment of interest or redemption amount of non- convertible securities listed on the stock exchange(s), in accordance with Regulation 51(2).

#### **4. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:**

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. For determining materiality of events or information, the Board shall consider the following criteria:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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
3. omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (a) 2% (two per cent) of turnover, as per the last audited consolidated financial statements of the Company; or
  - (b) 2% (two per cent) 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); or
  - (c) 5% (five percent) of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the **SEBI Circular dated July 13, 2023 bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123**, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

## **5. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE**

The occurrence of material events or information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company.

It can be categorized as under:

- (a) depends upon the stage of discussion, negotiation or approval; and
- (b) in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 7(a), the events/information can be said to have occurred upon receipt of approval of the 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. Approvals other than final approvals will not require disclosure under this Code. In respect of the events under 7(b), the events/information can be said to have occurred when the Company 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. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

## **6. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE**

The following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines (“Authorized Person(s)”):

1. Managing Director
2. Chief Financial Officer
3. Company Secretary and Compliance Officer

The materiality of events/ information 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(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The Committee may also, as a collective, consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure. Details of the above referred KMPs and officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company’s website.

## **7. DISCLOSURE**

All events or information identified as material in line with the LODR Regulations and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:

- i. For all material events or information for which decision is taken in a Board meeting - within 30 (thirty) minutes from the closure of the Board meeting;
- ii. For all material events or information emanating from within the Company - within 12 (twelve) hours from the occurrence of the event or information;
- iii. For all material events or information relating to the Company but emanating from outside the Company - within 24 (twenty four) hours from the occurrence of the event or information.

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the LODR Regulations, the Company shall make such disclosures within such timelines

Provided further that:

- a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.
- b) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.
- c) In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of LODR Regulations, but which may have material effect on the Company, the Company will make adequate disclosures in regard thereof.

d) In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

e) The Company will provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information

## **8. AMENDMENTS**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

## **9. SCOPE AND LIMITATION**

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations 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.

## **10. DISSEMINATION OF POLICY**

This Policy shall be hosted on the website of the Company. Pursuant to Regulation 30(5) read with the Company's Policy on Materiality of Events, the Board of Directors of the Company has authorised the team of Key Managerial Personnel appointed as per the applicable provisions of the Companies Act 2013 for determining Materiality of an Event or Information and making requisite disclosures to Stock Exchanges.

The team of KMP as on date is as under:

1. Kuldeep Jain
2. Nikunj Gopal Ghodawat
3. Ullash Chandra Parida
4. Pramod Deore
5. Amit Kumar Jain
6. Sweta Sajnani
7. Tejus AV