

CESC LIMITED
MATERIAL EVENTS POLICY

1. BACKGROUND

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that every listed entity shall make disclosures of any events or information which, in the opinion of its Board of Directors, is material. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its Board of Directors, which shall be disclosed on its website.

In view of the same, this “Material Events Policy” of CESC Limited has been framed effective from 1 December, 2015.

2. DEFINITIONS

“Authorized Key Managerial Personnel” means Managing Director, Executive Director & CFO and Company Secretary, who are authorized, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

“Board of Directors” or “the Board” means the Board of Directors of CESC Limited, as constituted from time to time.

“Company” means CESC Limited.

“Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Material Events” means events as specified in Annexures hereto and upon the occurrence of which a listed entity shall make disclosures to stock exchange(s) and host such disclosures on the listed entity’s website.

“Policy” means this Policy for determination and reporting of Material Events.

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or the Listing Regulations and as may be amended from time to time.

3. POLICY

The Company will, as soon as reasonably possible, inform the Stock Exchange(s) of all the events or information as mentioned below:

I. Events specified in Annexures I & II hereto shall be disclosed without any application of the guidelines for materiality subject to the following:

- a. Events mentioned in Annexure I shall be disclosed within thirty minutes of the conclusion of any board meeting.
- b. Events mentioned in Annexure II shall be disclosed as soon as reasonably possible and not later than twenty four hours from the occurrence of event.

II. Events specified in Annexure III hereto shall be disclosed upon application of materiality criterion of an event or information which shall be determined considering:

- a. whether non-disclosure of the said event or information, is likely to result in discontinuity or alteration of information already available publicly; or
- b. whether non-disclosure of the said event or information is likely to result in significant market reaction in the event the said non-disclosure came to light at a later date;

In case where the criteria specified in above 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, the event / information is considered material

III. The Company will make adequate disclosures also in respect of items listed in Annexure IV.

4. GENERAL

- a. The "Authorized Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Annexure III and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

- b. The Company will make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- c. The Company shall disclose all events or information with respect to subsidiaries which are material.

5. DISCLOSURE AND ARCHIVAL POLICY

As required under the Listing Regulations, the Policy will be disclosed on the website of the Company www.cesc.co.in.

Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) in terms of Listing Regulations and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter will be archived for a period of one year.

6. POLICY REVIEW

In case of any subsequent changes in the provisions of the aforesaid Listing Regulations or any other regulations (collectively, the Regulations) which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over this Policy and the Clauses /provisions in this Policy would be deemed to be modified accordingly.

The Board also, at its discretion, has the power to review and revise the Policy.

Annexure-I

Events to be disclosed within 30 minutes from the closure of the Board Meeting:

- ✓ 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;
- ✓ any cancellation of dividend with reasons thereof;
- ✓ the decision on buyback of securities;
- ✓ the decision with respect to fund raising proposed to be undertaken
- ✓ increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched
- ✓ 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;
- ✓ short particulars of any other alterations of capital, including calls;
- ✓ financial results;
- ✓ decision on voluntary delisting by the listed entity from stock exchange(s)

Annexure-II

Events to be disclosed not later than twenty four hours from its occurrence:

- ✓ 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 listed entity or any other restructuring.
- ✓ 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
- ✓ Revision in Rating(s).
- ✓ Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), 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.

- ✓ Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
- ✓ Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
- ✓ Appointment or discontinuation of share transfer agent.
- ✓ Corporate debt restructuring.
- ✓ One time settlement with a bank.
- ✓ Reference to BIFR and winding-up petition filed by any party / creditors
- ✓ 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 listed entity.
- ✓ Proceedings of Annual and extraordinary general meetings of the listed entity.
- ✓ Amendments to memorandum and articles of association of listed entity, in brief.
- ✓ Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

Annexure-III

Events to be disclosed upon application of guidelines of materiality:

- ✓ Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ✓ 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).
- ✓ Capacity addition or product launch.
- ✓ Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business

- ✓ 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
- ✓ Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- ✓ Effect(s) arising out of change in the regulatory framework applicable to the listed entity
- ✓ Litigation(s) / dispute(s) / regulatory action(s) with impact
- ✓ Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
- ✓ Options to purchase securities including any ESOP/ESPS Scheme.
- ✓ Giving of guarantees or indemnity or becoming a surety for any third party.
- ✓ Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Annexure –IV

Other events requiring disclosure

1. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
2. Without prejudice to the generality of Annexure I to III and para 1 above, the Company may make disclosures of event / information as specified by the Board from time to time.