



NTPC GREEN ENERGY LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF DISCLOSURES



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[Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

POLICY STATEMENT

NTPC Green Energy Limited (the “**Company or NGEL**”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner, in terms of applicable statutes. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) makes it mandatory for listed companies to formulate a policy for determining materiality of events or information that warrant disclosures to investors. In this context, this policy on determination of materiality of disclosures (the “**Policy**”) is being framed and implemented. This policy outlines the guidelines to be followed by the Company for the consistent, transparent, regular and timely public disclosures and dissemination of material events/information.

The Board of Directors (“the Board”) of the Company had approved and adopted the “POLICY ON DETERMINATION OF MATERIALITY OF DISCLOSURES” (the Policy) as per SEBI Listing Regulations, as amended from time to time.

The Policy shall be applicable with effect from the date of listing of equity shares on the stock exchanges.

All words and expressions used but not defined in this Policy shall derive their meaning from the Companies Act, SEBI Listing Regulations and/or the rules and regulations or any statutory modification or re- enactment thereto, as the case may be.

OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

- (i) To ensure that the Company complies with the disclosure obligations which it is subject to, as laid down by the SEBI Listing Regulations and other applicable legislations;



- (ii) To ensure that the information disclosed by the Company is timely and transparent;
- (iii) To ensure the corporate documents and public statements are accurate and do not contain any misrepresentation;
- (iv) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company;
- (v) To lay down the aspects for determining the materiality of the events/ information and the time frame within which the information should be disclosed.
- (vi) To provide adequate and appropriate disclosures that are consistent with the facts of the material events.

TYPE OF INFORMATION

The information covered by this Policy shall be “information related to the Company’s business operations or performance which has a significant effect on the securities investment decisions” that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

DISCLOSURE:

In terms of Regulation 30 of the Listing Regulations, the events requiring disclosure by the Company are provided as follows:

Annexure-I	Events which are deemed to be material events and have to be disclosed to the Stock Exchange without application of criteria of materiality as defined in clause 5 of this policy.
Annexure- II	Events which are disclosed by the Company on application of criteria for materiality as defined in clause 5 of this policy.
This Policy shall also apply to the events which are not indicated in Annexure-1 or Annexure-11, but may have a material effect on the Company.	

Further, where the Company makes disclosures to the Stock Exchanges as per Annexures referred above, the Company will also disclose material developments, as may be decided by



the Competent Authority on a regular basis.

TEST OF MATERIALITY:

In order to determine whether a particular event / information is material in nature, the following 'quantitative' or 'qualitative' criteria(s) shall be applied:

(a) Quantitative Criteria: The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (i) two percent of turnover, as per the last audited consolidated financial statement of the Company.
- (ii) two percent of net worth, as per the last audited consolidated financial statement of the Company, except in case the arithmetic value of the net worth is negative.
- (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

(b) Qualitative Criteria: In absence of quantitative criteria, event shall be considered as material if;

- (i) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (ii) 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.

In case where the criteria specified hereinabove 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.

COMPETENT AUTHORITY FOR DETERMINATION OF MATERIALITY OF EVENT/INFORMATION OR MATERIAL DEVELOPMENT

As required under Regulation 30(5) of the SEBI Listing Regulations, one or more key managerial personnel authorized by the Board shall be the competent authority to decide materiality of an event/ information for the purpose of making disclosure to the Stock Exchange as well as on the Company's website. Chairman & Managing Director and Director (Finance) shall severally be the Competent Authority to decide materiality of an event /information or development for the purpose of making disclosure to the Stock Exchange.



PROCEDURE FOR DISCLOSURE:

The concerned Head of Department/ Project in consultation with concerned Executive Director/ Functional Director shall prepare a draft, which shall be forwarded to Company Secretary or the Officer nominated as per Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for taking approval of Director (Finance) or Chairman & Managing Director. The draft should contain information **(Annexure-III)** as may be required under SEBI LODR Regulations and circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023 or other applicable circular/notification etc. issued by SEBI or any other authority and modified from time to time or any other statute as may be necessary to enable investors to make well-informed investment decisions.

All Head of Department/ Project of the Company shall be under an obligation to make disclosure as per the policy within stipulated time.

After approval of the competent authority, disclosure shall be made by the Company Secretary or the Officer nominated as per Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

HOSTING ON WEBSITE:

All the above disclosures will be hosted on the website of the Company for a minimum period of five years.

AMENDMENTS

The Chairman & Managing Director 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. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Annexure-1

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of Regulation (30) read with Para - A of Part A of Schedule III SEBI LODR Regulations

S.N o.	Events	Timeline for disclosure from occurrence of event/information
1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation, merger, demerger or restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the listed entity or any other restructuring.</p> <p>Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean</p> <ul style="list-style-type: none"> acquiring control, whether directly or indirectly; or acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that - the listed entity holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company; or 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-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30. <p>Explanation (2) - For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-</p> <ul style="list-style-type: none"> an agreement to sell or sale of shares or voting rights in a 	Within 12 hours

	<p>company such that the company ceases to be a wholly owned subsidiary, a subsidiary, or an associate company of the listed entity; or</p> <p>an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.</p> <p>Explanation (3)- For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013.</p>	
2.	<p>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.</p>	Within 12 hours
3.	<p>New Rating(s) or Revision in Rating(s).</p>	Within 24 hours
4.	<p>Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), the following:</p> <p>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;</p> <p>b) any cancellation of dividend with reasons thereof;</p> <p>c) the decision on buyback of securities;</p> <p>d) the decision with respect to fund raising proposed to be undertaken</p> <p>e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</p> <p>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;</p>	Within 30 minutes of the closure of the meeting

	<p>g) short particulars of any other alterations of capital, including calls;</p> <p>h) financial results;</p> <p>i) decision on voluntary delisting by the listed entity from stock exchange(s):</p>	
5.	<p>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</p>	<p>Within 12 hours (for agreements where listed entity is party)</p> <p>Within 24 hours (for agreements where listed entity is not party)</p>
6.	<p>Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:</p> <p>Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.</p> <p>Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating</p>	<p>Within 12 hours (for agreements where listed entity is party)</p> <p>Within 24 hours (for agreements where listed entity is not party)</p>

	obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.]	
7.	<p>Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad:</p> <p>For the purpose of this sub-paragraph: (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</p> <p>(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.</p> <p>Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.</p> <p>Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity.</p>	Within 24 hours
8.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours (except in case of resignation);
9.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Within 24 hours of receipt of reason from the auditor
10.	Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, the following disclosures shall be made to the stock exchanges by the listed entity: <ul style="list-style-type: none"> i. The letter of resignation along with] detailed reasons for 	Within 7 days from the date of resignation,

	<p>the resignation as given by the said director.</p> <p>ii. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.</p> <p>lii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.</p> <p>iv. The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.</p>	
11.	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities.	Within 7 days from the date that such resignation comes into effect
12.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours
13.	Appointment or discontinuation of share transfer agent.	Within 12 hours
14.	<p>Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:</p> <p>(i) Decision to initiate resolution of loans/borrowings;</p> <p>(ii) Signing of Inter-Creditors Agreement (ICA) by lenders;</p> <p>(iii) Finalization of Resolution Plan;</p> <p>(iv) Implementation of Resolution Plan;</p> <p>(v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders</p>	Within 24 hours
15.	One time settlement with a bank	Within 24 hours
16.	Winding-up petition filed by any party / creditors.	Within 24 hours

17.	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.	Within 12 hours
18.	Proceedings of Annual and extraordinary general meetings of the listed entity	Within 12 hours
19.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours
20.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.	At least 2 working days in advance (excluding the date of the intimation and the date of the meet)
	(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:	
	i) the presentation and the audio/video recordings	Shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier
	ii) the transcripts of such calls	Shall be made available on the website within five working days of the conclusion of such calls

<p>21.</p>	<p>The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:</p> <ul style="list-style-type: none"> 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; k) Approval of resolution plan by the Tribunal or rejection, if applicable; l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: <ul style="list-style-type: none"> (i) Pre and Post net-worth of the company; (ii) Details of assets of the company post CIRP; (iii) Details of securities continuing to be imposed on the companies' assets; 	<p>Within 24 hours</p>
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	<p>(iv) Other material liabilities imposed on the company;</p> <p>(v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;</p> <p>(vi) Details of funds infused in the company, creditors paid-off;</p> <p>(vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;</p> <p>(viii) Impact on the investor – revised P/E, RONW ratios etc.;</p> <p>(ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;</p> <p>(x) Brief description of business strategy.</p> <p>m) Any other material information not involving commercial secrets.</p> <p>n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;</p> <p>o) Quarterly disclosure of the status of achieving the MPS;</p> <p>p) The details as to the delisting plans, if any approved in the resolution plan.</p>	
22.	<p>Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:</p> <p>a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;</p> <p>b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.]</p>	<p>Within 12 hours (if initiated by listed entity)</p> <p>Within 24 hours (if initiated by external agency)</p>
23.	<p>Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of</p>	<p>Within 24 hours</p>

	<p>regulation 30 of these regulations and is not already made available in the public domain by the listed entity.</p> <p>Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021</p>	
24	<p>Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <p>(a) search or seizure; or</p> <p>(b) re-opening of accounts under section 130 of the Companies Act, 2013; or</p> <p>(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <ul style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible. 	Within 24 hours
25.	<p>Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:</p> <p>(a) suspension;</p> <p>(b) imposition of fine or penalty;</p> <p>(c) settlement of proceedings;</p>	Within 24 hours

	<p>(d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; along with the following details pertaining to the actions(s) initiated, taken or orders passed:</p> <ol style="list-style-type: none"> i. name of the authority; ii. nature and details of the action(s) taken, initiated or order(s) passed; iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority; iv. details of the violation(s)/contravention(s) committed or alleged to be committed; v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible. 	
26.	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours

Annexure II

A. Events which shall be disclosed upon application of the guidelines for materiality referred sub- regulation (4) of regulation (30) read with Para- B of Part A of Schedule III of the SEBI Listing Regulations

S.N o.	Events	Timeline for disclosure from occurrence of event/information
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours
2.	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tieup; or (b) adoption of new line(s) of business; or (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).	Within 12 hours
3.	Capacity addition or product launch	Within 12 hours
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) 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.	Within 12 hours (for agreements where listed entity is party) Within 24 hours (for agreements where listed entity is not party)
6.	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	Within 24 hours

	as strikes, lockouts etc.	
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme	Within 12 hours
11.	Giving of guarantees or indemnity or becoming a surety , by whatever named called, for any third party.	Within 12 hours
12.	Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours
C.	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.	Within 24 hours
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	Within 24 hours

Note: If events or information, requiring a disclosure within 12 hours, occur as per the decision taken in Board Meeting, such event or information shall be disclosed within 30 minutes from the closure of such Board Meeting.

