



RTS Power Corporation Limited

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CIN : L17232WB1947PLC016105, Website : www.rtspower.com

20th April, 2018

To
The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street , Fort
Mumbai-400001

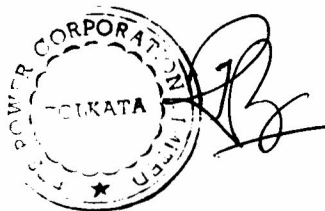
Dear Sir,

**Sub: Determination of Materiality Of Events Or Information and
Disclosure of the same to Stock Exchange(s)**

Please note that in the Meeting of Board of Directors of the Company held on 12th February, 2016 as per Regulation 30 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 the Key Managerial Personnel had been authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures of the same to Stock Exchange until further notice .

Now, since the resignation of Sri Jagabandhu Biswas as the Company Secretary of the Company with the close of business on 30th September, 2017 and subsequent appointment of Sri Sandip Gupta in his place in the Meeting held on 20th November, 2017 , in supersession to earlier Resolution passed in this regard the Board of Directors in its Meeting held on 12th February, 2016 the Board in its Meeting held on 31st March, 2018 the following Key Managerial Personnel has been authorized by the Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures of the same to Stock Exchange until further notice :

Name	Designation	Contact details
1.Sri Rajendra Bhutoria	Vice-Chairman & Whole-time Director	Telephone No : (033) 2242-6025, 9831039925 E-mail Address; headoffice@rtspower.com
2.Sri Abhay Bhutoria	Managing Director	Telephone No : (0141) 2330269 (0141) 2330405 E-mail Address; jaipurrts@rtspower.com
3.Sri Sandip Gupta	Company Secretary & Compliance Officer	Telephone No : (033) 2242-6025, 9831039925 E-mail Address; headoffice@rtspower.com



We are also sending herewith a copy of the Company's Policy of Determination of Materiality of Events or Information and Disclosure of the same to Stock Exchange(s).

As required, a copy of the Company's Policy for Determination of Materiality of Events or Information for Disclosure to Stock Exchange(s) has been displayed in the Company's Website www.rtspower.com

Kindly take the above in your record.

For RTS Power Corporation Limited



Rajendra Bhutoria

Whole-time Director

Din 00013637



RTS POWER CORPORATION LIMITED

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION FOR
DISCLOSURE TO STOCK EXCHANGE (S)**

INTRODUCTION

As per Regulation 30 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations 2015 (hereinafter referred to as " Listing Regulations") the Company is required to make disclosure of any events or information which, in the opinion of the Board of Directors of the Company (hereinafter referred to as " BOD"), is material .

This Policy sets out a broad guidelines, almost similar to the guidelines specified in the Listing Regulations, for the BOD for determining materiality of those events or information which are necessarily to be disclosed within the time and manner, as specified in the Listing Regulations , to Stock Exchange(s) [hereinafter referred to as "SE"]

POLICY

A. CLASSIFICATION OF EVENTS OR INFORMATION

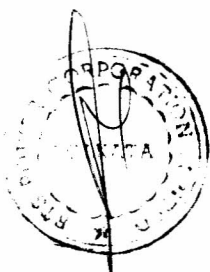
Events or information may be classified into two categories as follows:

- (i) Events which are deemed to be material events and the Company should make disclosure of such events to SE. A list of such events or information is given in the enclosed Annexure 'I'
- (ii) Events which are only to be disclosed by the Company to SE based on application of the guidelines for materiality as mentioned in Clause B hereunder. A list of such events or information is given in Annexure II enclosed.

B. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The BOD shall consider the following criteria for determination of materiality of events or information:

- (a) The omission of an event or information , which is likely to result in discontinuity or alteration of event or information already available publicly ; or
- (b) The omission of an event or information is likely to result in significant market reaction if the said omission come to light at a later date; or
- (c) In case where though the criteria specified in sub-clauses (a) and (b) above are not applicable , but an event or information may be treated as material if in the opinion of the BOD such event or information is considered as material.



C. AUTHORISATION

The following Key Managerial Personnel are hereby authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to SE until further notice :

Name	Designation	Contact details
1.Sri Rajendra Bhutoria	Vice-Chairman & Whole-time Director	Telephone No : (033) 2242-6025 ,9831039925 E-mail Address; headoffice@rtspower.com
2.Sri Abhay Bhutoria	Managing Director	Telephone No : (0141) 2330269 (0141) 2330405 E-mail Address; jaipurrts@rtspower.com
3.Sri Sandip Gupta	Company Secretary & Compliance Officer	Telephone No : (033) 2242-6025,9831039925 E-mail Address; headoffice@rtspower.com

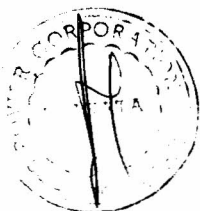
D. TIME LIMIT OF DISCLOSURES

- (a) The Company shall first disclose to SE all events or information, as specified in Annexure –I, as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Provided further that disclosure with respect to events specified in Para 4 of Annexure-I shall be made within thirty minutes of the conclusion of the Board Meeting.

- (b) The Company shall, with respect to disclosures referred to in the Listing Regulations, 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 on its website all such events or information which has been disclosed to SE, 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.
- (d) The Company may on its own initiative also, confirm or deny any reported event or information to SE.
- (e) In case where an event occurs or an information is available with the Company, which has neither been indicated in Annexure I nor in Annexure–II, but which may have material effect on it, the Company should make adequate disclosures in regard thereof to SE.



The Company should inform SE of any other information viz. major developments 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 Company which may be necessary to enable the holders of securities of the Company to know its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of Annexure I and Annexure II the Company may make disclosure of events /information as to be specified by SEBI from time to time.



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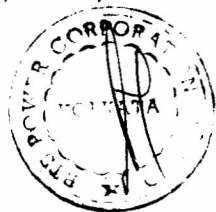
ANNEXURE - I

Events which shall be disclosed without any application of the guidelines for materiality:

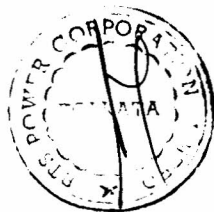
1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) 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-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. 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.
 3. Revision in Rating(s).
 4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - (a) dividends and/or cash bonuses recommended or declared or the decision to pass over any dividend and the date on which dividend shall be paid/dispatched;
 - (b) any cancellation of dividend with reasons thereof;
 - (c) the decision on buyback of securities;
 - (d) the decision with respect to fund raising proposed to be undertaken
 - (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - (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;
 - (g) short particulars of any other alterations of capital, including calls;



- (h) financial results;
 - (i) decision on voluntary delisting by the listed entity from stock exchange(s)
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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.
 6. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One time settlement with a bank.
 11. Reference to BIFR and winding-up petition filed by any party /creditors.
 12. 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 Company.
 13. Proceedings of Annual and Extraordinary General Meetings of the Company.
 14. Amendments to memorandum and articles of association of the Company, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



RTS POWER CORPORATION LIMITED

ANNEXURE – II

Events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. 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).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. 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.
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 as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

