

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF POSITRON ENERGY LIMITED IN THEIR BOARD MEETING HELD ON TUESDAY , FEBRUARY 20 2024, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 3, IT TOWER-2, GROUND FLOOR INFOCITY, GANDHINAGAR SECTOR 7 GANDHINAGAR-382007 GUJARAT, INDIA**

**DISCLOSURES OF MATERIAL OUTSTANDING LITIGATIONS AND OUTSTANDING DUES TO CREDITORS IN THE OFFER DOCUMENT ISSUED IN PURSUANCE OF THE PROPOSED IPO OF THE COMPANY**

It was noted that in view of the proposed IPO of the Company, for the purpose of disclosure in the Draft Offer Document, and the Offer Document related to the proposed IPO (collectively "Offer Documents"), the Board is required to formulate materiality policies for (i) determining material outstanding litigations involving the Company, its subsidiaries and its group companies; (ii) determining materiality for the purpose of disclosure of outstanding dues owed to creditors and (iii) determining materiality for the purpose of disclosure of Material Group Companies.

**1. Materiality of Outstanding Litigations involving the Company, Subsidiaries and Group Companies**

It was noted that SEBI ICDR Regulations *inter-alia* mandate that the Offer Documents must contain disclosures pertaining to pending litigation with respect to:

- i. all criminal proceedings;
- ii. all actions by regulatory authorities and statutory authorities;
- iii. disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- iv. claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount;
- v. Other pending litigations - As per the policy of materiality defined by the board of directors of the issuer and disclosed in the offer document.

The Board has to consider and approve the materiality policy based on which the said outstanding litigations at point (v) shall be disclosed in the offer document. After discussions, the Board passed the following resolutions:

**"RESOLVED THAT** in view of the nature and extent of operations of the Company the outstanding litigations involving the Company, shall be considered material if:

- a. the aggregate amount involved in such individual litigation exceeds 2% of the annual turnover of the Company, as per the last audited financial statements; or 2% of Net Worth, as per the last audited consolidated Financial Statements of the listed entity, except in case the arithmetic value of the net worth is negative or 5 % of the average of absolute value of profit or loss after tax , as per the last Three audited Consolidated Financial statements of the listed entity;
- b. where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 2 % of the annual turnover of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 2 % of the annual turnover of the Company; or
- c. litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

**2. Material Outstanding Dues to Creditors**

**Positron Energy Limited**

(Formerly known as Positron Energy Private Limited)

Regd. Office: Office No. 03, IT Tower - 02, Ground Floor, Infocity, Sector -7, Gandhinagar, Gujarat , India - 382007

Email Id:-contact@positron-india.com ,Telefax: +91 79 40190070

Website: [www.positron-india.com](http://www.positron-india.com) Corporate Identity Number: U01403GJ2008PLC052932

It was noted that the SEBI ICDR Regulations *inter-alia* mandate that the Offer Documents must contain disclosures pertaining to outstanding creditors:

- i. Based on the policy on materiality defined by the board of directors of the issuer, details of creditors which include the consolidated number of creditors and the aggregate amount involved;
- ii. Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved;
- iii. Complete details about outstanding overdues to material creditors along with the name and amount involved for each such material creditor shall be disclosed, on the website of the company with a web link thereto.

The Board has to consider and approve the materiality policy based on which the said outstanding dues shall be considered material and disclosed in the Offer Documents. After discussions, the following resolutions were passed by the Board:

**“RESOLVED THAT** in view of the nature and extent of outstanding dues of the Company and the nature and extent of the business operations undertaken by the Company, the dues owed by the Company to creditors exceeding 5 % of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company.

**“RESOLVED FURTHER THAT** the details of outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved; shall be disclosed in the Offer Documents.”

**“RESOLVED FURTHER THAT** the details of outstanding dues to material creditors shall be uploaded on the webpage of the Company as required under the SEBI ICDR Regulations.”

### **3. Material Group Company(s) (excluding Subsidiary Company)**

It was noted that the SEBI ICDR Regulations *inter-alia* mandate that the Offer Documents must contain disclosures pertaining to material Group Companies, if:

- i. Companies with which there were related party transactions, during the period for which financial information is disclosed in Draft Prospectus/ Prospectus, as covered under the applicable accounting standards, and
- ii. Such company which forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI Regulations; and Companies which entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company.

**//CERTIFIED TO BE TRUE//**

**For Positron Energy Limited**



**Name: Sujit K Sugathan**

**DIN: 01959364**

**Designation: Wholetime Director**



**Date : 20/02/2024**

**Place : Gandhinagar**

**Positron Energy Limited**

(Formerly known as Positron Energy Private Limited)

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