

Policy for Determination of Materiality of Events/ Information and its disclosure to the Stock Exchange

(Under Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 Read with the Schedule III of the said Regulations)

1. PREAMBLE:

The Board of Directors (Board) of **Le Merite Exports Limited (“the Company”)** has adopted the following policy and procedure with regard to Determination of Materiality as defined below. The Board will review and may amend this policy from time to time.

2. PURPOSE:

This policy is framed as per requirement of Regulation 30(4)(ii) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

3. INTRODUCTION:

News or details that may reasonably be expected to affect a company’s stock price and thus decisions that investors make about buying or selling the company’s stock. Material events may be the addition or loss of a large customer, falling or rising sales, a merger agreement, financial results above or below expectations, or a change in the company’s dividend policy. In order to enable investors to make well informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis is essential. There is a need of uniformity in disclosures to ensure compliance in letter and spirit.

4. DEFINITIONS:

- a. **Act:** Means the Companies Act, 2013
- b. **Board of Directors:** Means Board of Directors of Le Merite Exports Limited.
- c. **The Company:** Means Le Merite Exports Limited
- d. **LODR Regulation:** Means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
- e. **Compliance Officer:** means the officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- f. **SEBI:** The Securities Exchange Board of India
- g. **Rules:** Rules made under the Companies Act, 2013.
- h. **Regulation:** Regulation made under the SEBI Act.
- i. **Material Event:** Reasonably be expected to affect a company’s stock price.
- j. **NSE Limited (EMERGE):** Stock Exchange, where the equity shares of the Company are listed.

5. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS, THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:

The Company shall disclose all such material events which are specified in para A of part A of Schedule III of the SEBI (LODR) Regulation.

The Following shall be events upon occurrence of which company shall make disclosure to Stock Exchange without any application of the guidelines for materiality as specified in sub-regulation of regulation (30): -

Le Merite Exports Limited.



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.
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 Company shall disclose to the Exchange(s), within 30 minutes of the closure of the Board meeting, held to consider the following:
 - 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;
 - 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 Company from stock exchange(s).
5. 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.
6. Fraud/defaults by promoter or key managerial personnel or by 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;

(7A) In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entity to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

(7B) Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

- i. The letter of resignation along with detailed reasons for the resignation as given by the said director
 - (ia) Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
 - iii. 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.
8. Appointment or discontinuation of share transfer agent.
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
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 listed entity
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.
 - (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:

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
- 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:
 - 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;
 - iv. Other material liabilities imposed on the company;
 - v. Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi. Details of funds infused in the company, creditors paid-off;
 - vii. Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii. Impact on the investor – revised P/E, RONW ratios etc.;
 - ix. Names of the new promoters, key managerial persons(s), 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;
 - x. Brief description of business strategy.
 - m) Any other material information not involving commercial secrets
 - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
 - o) Quarterly disclosure of the status of achieving the MPS
 - p) The details as to the delisting plans, if any approved in the resolution plan.

17. 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:

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- 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

**6. EVENTS WHICH ARE DEPEND ON APPLICATION OF GUIDELINES;
THE COMPANY SHALL MAKE DISCLOSURE OF SUCH EVENTS:**

The Company shall disclose all such material events specified in para-B of part A of Schedule III of the LODR Regulation subject to application of guidelines for materiality.

The Following shall be events upon occurrence of which company shall make disclosure to Stock Exchange subject to application of the guidelines for materiality as specified in sub-regulation (3) of regulation (30): -

I. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

Materiality: -

Commencement or postponement of commercial production is directly influenced share price of the Company. Therefore, the event shall be considered as material event, if the turnover from such proposed business is exceeding 10% of the total turnover in the preceding financial year audited financial results.

II. 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)

Materiality: -

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 may affect company's share price directly or indirectly and omission of the events or information is likely to result in significant market reaction. Therefore, the event shall be considered as material event, if the turnover from such new/changed business is exceeding 10% of the total turnover in the preceding financial year audited financial results.

III. Capacity addition or product launch

Materiality: -

Increasing capacity of existing plant or unit of the Company and launching any new product automatically increase the goodwill of the Company and help to improve brand building, therefore, the event shall be considered as material event, if the turnover from such proposed business is exceeding 10% of the total turnover in the preceding financial year audited financial results.

IV. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.

Materiality: -

Getting contracts are under the normal course of business but if company gets any extraordinary order; it shall be considered material event, if the turnover from each such order or contract is exceeding 25% of the total turnover in the preceding financial year audited financial results.

Further getting any award of national recognized institution of the Government agency to the company or any of its Directors or Key Managerial Personnel shall be considered material event.

V. 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.

Materiality: -

The Company is not required to disclose agreements which are in the nature of ordinary business.

For other Agreement for borrowings by way of term loan exceeding Rs. 5000 Lakhs, shall be considered material event

VI. 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

Materiality:

Disruption of operations in the unit of the Company due to natural calamity, force majeure or strikes, lockouts etc. exceeding 3 working days shall be considered material event in all cases company. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.

Materiality:

Due to change in regulatory framework applicable to company as compliance requirement is not required to disclose to the stock exchange.

VII. Litigation(s) / dispute(s) / regulatory action(s) with impact.

Materiality: -

Only material litigation/dispute and regulatory action is to be disclosed which have material impact of the Company' financial position exceeding 10% of the Profit after Tax or Rs. 10.00 Crore or more in each case whichever is higher. The test of material impact shall be decided by Board of Directors.

VIII. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

Materiality:

The Company shall not disclose any fraud/defaults made by directors or employees of the Company, until the final binding or order do not receive by regulatory authority. After receiving final order, The Board shall decide the order should be disclosed or not. However, in case if any FIR is filed in the Police Station which are not bail able and or pending under the court having jurisdiction in the Indian Penal Court will be considered as material event.

IX. Options to purchase securities including any ESOP/ESPS Scheme.

Materiality:

The Company shall promptly disclose without applying any materiality.

X. Giving of guarantees or indemnity or becoming a surety for any third party.

Materiality:

Giving of guarantees or indemnity or becoming a surety for any third party is company's normal course of business. As company's product is capital goods and to fulfill or perform the duty, company has to give guarantees or surety to third party and it is company's normal course of Business. The guarantee value exceeding Rs. 25.00 Crores or 10% of the net owned funds as per previous audited financial statements, shall be considered as material event.

XI. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

Materiality:

The Board of Directors of the Company shall decide which licenses are key licenses and the same shall be disclosed to Stock exchange.

7. ANY OTHER INFORMATION/EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY:

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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities

8. 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 KMP is authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange: -

Mr. Abhishek Lath: Managing Director & CFO

Mr. Umashankar Lath : Chairman and Managing Director



9. TIME LIMIT FOR DISCLOSURES OF EVENT OR INFORMATION TO THE STOCK EXCHANGE:

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III of the SEBI (LODR) Regulation, or **information within twenty-four hours from the occurrence of event or information.**

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.

Disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III of LODR Regulation shall be made within thirty minutes of the conclusion of the Board Meeting.

10. DISCLOSURES ON COMPANY'S WEBSITE AND DISCLOSURES PRESERVATION PERIOD.

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company, as disclosed on its website.

11. REVIEW OF THE POLICY

The Board of directors of the company shall review the policy on annual basis. The authorized person shall provide regular assurance to board of directors on the effectiveness of the Policy.

12. AMENDMENTS:

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy, subject to the same being in compliance with applicable laws, rules and regulation effective from time to time and amendment thereon.

13. INTERPRETATION:

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

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