

LORDS CHLORO ALKALI **LIMITED**

**POLICY ON DISCLOSURE OF INFORMATION UNDER
REGULATION 30 OF SECURITIES AND EXCHANGE BOARD
OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015.**

**Revised on
09th August, 2023**

SCOPE

In compliance with Regulation 30 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India (the "Listing Regulations"), the listed entity required to frame a Policy for Determination of Materiality of Events and Information (the "Policy"), which provides a framework for determining materiality of events and information for the purpose of making disclosure to the Stock Exchanges. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchanges in order to enable investors to make well informed decisions and also provide an overall governance framework for such determination of Materiality.

DEFINITIONS

- A. **"Act"** shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- B. **"Board of Directors"** means the Board of Directors of Lords Chloro Alkali Limited, as constituted from time to time.
- C. **"Company"** means Lords Chloro Alkali Limited.
- D. **"Material Event"** or **"Material Information"** shall mean such event or information as set out in the Schedule III of Listing Regulations. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- E. **"Policy"** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.
- F. **"Schedule"** means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and Listing Regulations, or any other applicable law or regulation to the extent applicable to the Company.

PURPOSE OF THE POLICY

Regulation 30 mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material.

The Listing Regulations divide the events that need to be disclosed broadly in two categories

- events that have to be necessarily disclosed without applying any test of materiality (indicated in Para A of Part A of Schedule III of the Listing Regulations)
- Events that should be disclosed by the listed entity, if considered material (indicated in Para B of Part A of Schedule III of the Listing Regulations).

Further the listed entity shall consider the following criteria for determination of materiality of events/ 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 came to light at a later date;
- c. 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 statements of the listed entity;
 - II. Two percent 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;
 - 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 listed entity.
- d. Events and information, where the criteria specified in (a), (b) and (c) above are not applicable, shall be considered material for the purpose of disclosure to the stock exchanges, if the same is in opinion of the Board of Directors.

IDENTIFICATION OF AUTHORITY

The Chairman & Managing Director or Executive Director or Chief Financial Officer of the Company authorized to decide on the materiality of events and information for the purpose of making disclosure to the Stock Exchanges. He shall also decide upon the requirement to respond to any queries raised or requests made by the Stock Exchanges in respect of matters covered under Regulation 30 of the Listing Regulations.

The Chairman & Managing Director or Executive Director or Chief Financial Officer or Company Secretary of the Company authorized for timely disclosure of information pursuant to Regulation 30 of the Listing Regulations.

IDENTIFICATION OF MATERIALITY AND EVENTS

- I. Events and their timelines as specified in Annexure A shall be deemed to be material and have to be necessarily disclosed without applying any test of materiality; and
- II. Events and their timelines specified in Annexure B should be disclosed if considered material.

MINIMUM DISCLOSURES TO BE MADE UNDER LISTING REGULATIONS

Within the overall framework of the above authority of KMPs, all disclosures made under Listing Regulations shall contain the minimum information as stated in SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 or any other circular issued by SEBI from time to time details that need to be provided while disclosing events given in **Annexure A** and **Annexure B** of this policy.

GUIDANCE ON OCCURRENCE OF AN EVENT OR INFORMATION

- a) The occurrence of an event or information shall differ on a case to case basis and would depend on the stage of discussion, negotiation or approval.
- b) For events and information like natural calamities or disruptions, etc. which do not involve any discussion or approval, the date of occurrence would be the date when the Company becomes aware of such events or information or as soon as the officer of the Company has or ought to have reasonably come into possession of such information in the course of performance of his duties.

GUIDANCE ON THE CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

- I. The criteria for determination of materiality of events / information is specified in regulation 30(4) of the LODR Regulations.
 - One of the criteria is that 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 statements of the Company;
 - ii. Two percent of net worth, as per the last audited consolidated financial statements 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;
 - In respect to the above, it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

DISCLOSURES OF MATERIAL EVENTS AND INFORMATION

➤ **Within Thirty Minutes of the conclusion of board meeting:**

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

➤ **Within twelve hours from occurrence of event:**

The company shall first disclose to stock exchange(s) all events, as specified in Annexure A and B - Part A (except sub para 4) & B, or information as soon as reasonably possible and not later than twelve hours from the occurrence of event or information. Provided that in case the disclosure is made after twelve hours of occurrence of the event or information, the company shall, along with such disclosures provide explanation for delay.

➤ **Updates on regular basis**

The Company shall, with respect to disclosures referred to in Regulation 30 of the Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

➤ **Events/ information with respect to subsidiaries**

The Company shall also disclose all events and information with respect to its subsidiaries which are material for the Company.

➤ **Queries by Stock Exchanges**

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further, it may confirm or deny any event or information to stock exchange(s).

DISSEMINATION OF INFORMATION

- a) The policy shall be disclosed on website of the company.
- b) The contact details of authorized Key Managerial Personnel shall be also disclosed to the stock exchange(s) and as well as on the Company's website.
- c) The company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under Listing Regulations, 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.

REVIEW /AMENDMENT

The Board of Directors has power to amend this Policy, as and when they deem fit. Any or all provisions of this Policy would be subject to revision / amendment in

accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case where any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with / are in addition to / are in derogation of the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE A

4. Events and information specified in part a of schedule iii of the listing regulations (“para a”) including any amendment thereto, required to be mandatorily disclosed to the stock exchanges. These events are mentioned below in brief:

S. No	Events	Timelines for Disclosure
1	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 listed entity, sale of stake in associate company of the listed entity or any other restructuring. Explanation (1) - For the purpose of this sub-paragraph, the word 'acquisition' shall mean- (i) acquiring control, whether directly or indirectly; or (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – (a) the listed entity 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-paragraph and such change exceeds two per cent of the total shareholding or voting rights in the said company; or (c) 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. Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include-	Within 12 hours from occurrence of Event *

	(i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or (ii) 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. Explanation (3) - For the purpose of this subparagraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.	
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.	Within 12 hours from occurrence of Event *
3	New Ratings(s) or Revision in Rating(s).	Within 24 hours from occurrence of Event
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 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	Within 30 minutes from the closure of meeting

	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) Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.	
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 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party)
5A	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: <i>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</i>	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party)

	<i>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.</i> Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.	
6	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: <i>For the purpose of this sub-paragraph:</i> <i>(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.</i> <i>(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</i> 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. 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.	Within 24 hours from occurrence of Event
7	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 from occurrence of Event* (except the case of resignation) Within 24 hours (in case of resignation)

7A	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	As soon as possible but not later than 24 hours from receipt of resignation.
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 along with 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 are 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 as specified in sub- clause (i) and (ii) above.	Within 24 hours from receipt of resignation. However, the details as stated in Para 7B of Para A of Schedule III shall be disclosed within 7 days from date of resignation
7C	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 seven days from the date that such resignation comes into effect.	Within 24 hours from receipt of resignation. However, the details as stated in Para 7C of Para A of Schedule III shall be disclosed within 7 days from date of resignation
7D	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 from occurrence of Event *

8	Appointment or discontinuation of share transfer agent.	Within 12 hours from occurrence of Event *
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.	Within 24 hours from occurrence of Event
10	One time settlement with a bank	Within 24 hours from occurrence of Event
11	Winding-up petition filed by any party / creditors.	Within 24 hours from occurrence of Event
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.	Within 12 hours from occurrence of Event *
13	Proceedings of Annual and extraordinary general meetings of the listed entity.	Within 12 hours from occurrence of Event *
14	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours from occurrence of Event *
15	(a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the 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. (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:	Within 12 hours from occurrence of Event *

	(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: The requirement for disclosure(s) of audio/video recordings and transcript shall be voluntary with effect from April 01, 2021 and mandatory with effect from April 01, 2022.	
16	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours from occurrence of Event
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.	Within 12 hours from occurrence of event* (if initiated by the listed entity); Within 24 hours from occurrence of event (if initiated by external agency).
18	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 regulation 30 of these regulations and is not already made available in the public domain by the listed entity. Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.	Within 24 hours from occurrence of Event

19	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: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (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: 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 from occurrence of Event
20	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: (a) suspension; (b) imposition of fine or penalty; (c) settlement of proceedings; (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;	Within 24 hours from occurrence of Event

	along with the following details pertaining to the actions(s) initiated, taken or orders passed: 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.	
21	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 from occurrence of Event *

ANNEXURE-B

B. Events and information as specified in Para B of Part A of Schedule III of the Listing Regulations (“Para B”) including any amendment thereto, required to be disclosed to the Stock Exchanges if they are material. Materiality of the events shall be decided by applying the Test of Materiality explained in the Policy.

S. No	Events	Timelines for Disclosure
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours from occurrence of Event *
2	Any of the following events pertaining to the listed entity: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; 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 from occurrence of Event *
3	Capacity addition or product launch.	Within 12 hours from occurrence of Event *
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours from occurrence of Event
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 from occurrence of Event * (for agreements where listed entity is a party); Within 24 hours from occurrence of Event (for agreements where

		listed entity is not a 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 as strikes, lockouts etc.	Within 24 hours from occurrence of Event
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours from occurrence of Event
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 from occurrence of Event
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours from occurrence of Event
10	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours from occurrence of Event *
11	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours from occurrence of Event *
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals	Within 12 hours from occurrence of Event *
13	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours from occurrence of Event *

Para	Events	Timelines for Disclosure
Para 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 from occurrence of Event
Para 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	Not later than 24 hours from occurrence of Event