LLOYDS ENTERPRISES LIMITED

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(CIN) L27100MH1986PLC041252

POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURES

Policy on Determination of Materiality for Disclosures

- **Background:**

  Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***("SEBI Listing Regulations")*** requires the Lloyds Enterprises Limited ***("the Company")*** is required to frame a policy for determination of materiality of an event/information which is specified in Para B of Part A of Schedule III of the SEBI Listing Regulations, based on the criteria specified in the said Regulation for disclosure to the Stock Exchanges and hosting it on the website of the Company.

  Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Record retention and Archival Policy

- **Objective:**

  The objectives of this Policy are as follows:

  a) ensuring that all investors have equal access to important information that may affect their investment decisions
  b) ensuring that adequate and timely information is provided to investors
  c) avoiding the establishment of a false market in the securities of the Company
  d) communicating the principles of materiality based on which the Company shall make disclosures of events/information.
  e) To ascertain the requirement for disclosure of events/information to the Stock Exchanges
  f) To determine the materiality of events or information of the Company based on criteria specified under Regulation 30 read with Schedule III [Part A and Part B Part C] of the Listing Regulations and to ensure that such information is adequately disseminated to the Stock Exchange
  g) To ensure good corporate governance
  h) To protect the confidentiality of Material/Price sensitive information within the context of the Company's disclosure obligations

- **Definition:**

  a) **"Act"** means the Companies Act, 2013 including the rules, schedules, clarifications, and guidelines issued by the Ministry of Corporate Affairs and any amendment thereto and/or modification thereof from time to time.
  b) **"Board of Directors"** or ("**Board**") means the Board of Directors of the Company.
  c) **"Company"** means Lloyds Enterprises Limited.
  d) **"Key Managerial Personnel"** means key managerial personnel as defined under sub-section (51)
  e) **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendment thereto and/or modification thereof from time to time, and includes any circulars, guidelines, and directions issued thereunder or in relation thereto.
  f) **"Mainstream Media"** shall have the meaning prescribed to such term under the Listing Regulations read with related SEBI Circulars, Notifications, Guidance Note, and Industry Standards as recognised by the SEBI.

g) **“Net Worth”** shall have the meaning assigned to it in Section 2(57) of the Act;
h) **“Policy”** means this policy, as amended from time to time.
i) **“Rules”** means the rules made under the Act.
j) **“Senior Management Personnel”** shall have the same meaning as prescribed under the Code of Conduct for Board Members and Senior Management Personnel of section 2 of the Companies Act, 2013.
k) **“SEBI”** means the Securities and Exchange Board of India.
l) **“Turnover”** shall have the meaning assigned to it in Section 2(91) of the Act;

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 (“**SEBI Act**”) and the Securities Contracts (Regulation) Act, 1956 (“SCRA”).

- **POLICY AND PROCEDURES**

(I) MATERIALITY THRESHOLDS:

1. In terms of Regulation 30 of the Listing Regulations, the Company is required to make disclosures of any event/information which, in the opinion of the Board of the Company, is material.

2. Events specified in Para A of Part A of Schedule III are deemed to be material events and the Company is required to make disclosure of such events.

3. The Company is required to make disclosure of material events, including events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality as set out below or such other guidelines as may be prescribed under law:

a. the omission of an event/information, which is likely to result in discontinuity or alteration of event/information already available publicly; or

b. the omission of an event/information, which is likely to result in significant market reaction if the said omission came to light at a later date; or

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 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.

d. in case where the criteria specified in sub-clauses (a) to (c) above are not applicable, an event/information may be treated as being material if in the opinion of the Board or the Managing Director & CEO and the CFO & Company Secretary of the Company, the event/information is considered material.

e. Following shall be the additional considerations in determining the materiality thresholds as stated above:

- materiality to be assessed at the level of each individual disclosure requirement and, where relevant, on an aggregate basis; and
- additional considerations to be taken into account by the Company when they are considered as plausible and objectively reasonable.

4. As specified in Para C of Part A of Schedule III of the Listing Regulations, the Company shall promptly disclose 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 of the Company 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.

5. The Company shall disclose to the Stock Exchanges all such event/information which are material in terms of the provisions of Regulation 30 of the Listing Regulations, within such a timeline as prescribed by the SEBI, in terms of the Listing Regulations.

6. The Company shall also disclose all event/information with respect to subsidiaries of the Company which are material for the Company as per the thresholds specified in clause 3 above.

7. The Company, shall confirm, deny, or clarify, any reported event/information in the Mainstream Media, which is not general in nature, and which indicates that rumour of an impending specific event or information is circulating amongst the investing public; provided such rumour results in a material price movement in the shares of the Company, determined in the manner prescribed under Regulation 30 of the Listing Regulations read with the related SEBI Circulars, Notifications, Guidance Note, and Industry Standards from time to time.

(II) DISCLOSURE OF EVENT/INFORMATION:

1. The Managing Director & CEO and/or the CFO & Company Secretary of the Company shall severally be responsible and authorised for ascertaining the materiality of event/information considering its nature and disclosure after taking into account various provisions of the Listing Regulations and this Policy.

2. The Senior Management Personnel of the Company shall forthwith inform all potential event/information as per Para A and Para B of Part A of Schedule III of the Listing Regulations, relating to the Company and/or the Subsidiaries (to the extent such information is material for the Company) to the Managing Director & CEO and/or the CFO & Company Secretary of the Company, and/or such other employees of the Company authorised by them in this regard, with adequate information/data to facilitate a prompt and appropriate disclosure to the Stock Exchanges. The process of disclosure shall be in line with the process set out under the internal code of procedures for disclosure of material event/information in relation to the Company and as per the requirements prescribed by the Listing Regulations.

The details of the Key Managerial Personnel shall be available on the website of the Company at https://www.lloydsenterprises.in/index.php/contact-details-of-key-managerial-personnel-kmp/

Disclosure requirements for certain types of agreements which is binding on the listed entities.

As per Regulation 30A (1) The Listed entity needs to disclose agreement entered between the holding, subsidiary, associate, promoter or promoter group, employees of the listed entity among themselves or whether listed entity is party, which may lead to impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

Timeline for disclosure of events / information:

The Company shall ensure prompt disclosure of all material events/ information (as defined in Para 4 of this Policy) to the Stock Exchanges as soon as reasonably possible but not later than the timelines prescribed under Regulation 30 (6) of SEBI Listing Regulations. The broad principle governing the timelines for disclosure of material event/ information to Stock Exchanges, is encapsulated in the table below: -

Material Event / Information	Statutory Timeline
Event or information which pertains to a decision taken at the meeting of Board of Directors (if the Board Meeting concludes during normal trading hours)	within 30 minutes from the closure of relevant Board meeting
Event or information which pertains to a decision taken at the meeting of Board of Directors (if the Board Meeting concludes after normal trading hours but more than three hours before the beginning of the normal trading hours of the next trading day)	within 3 hours from the closure of relevant Board meeting
Event or information which emanates from within the Company	within 12 hours of occurrence of event or information
Event or information which does not emanate from within the Company	within 24 hours of occurrence of event or information
Event or information for which timelines have already been specified in Part A of Schedule III of SEBI Listing Regulations.	within the respective timelines specified therein

- **Amendments:**

The Board may subject to the applicable laws amend any **provision(s)** or substitute any of the provision(s) with the **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, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

- **Scope and Limitation:**

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

- **Dissemination of Policy:**

This Policy shall be hosted on the website of the Company. Further, the Company shall disclose on its website all such events or information which has been disclosed to the stock exchange(s) under the Listing Regulations and such disclosures shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

- **Retention of Documents**

The Company will disclose on its website all such events or information which have been disclosed to Stock Exchanges and such disclosures will be available on the website for a minimum period of five years, and thereafter as per the archival policy of the Company.

- **Review of Policy**

The Policy shall be subject to annual review / amendments as may be deemed necessary and in accordance with regulatory amendments from time to time.

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This Policy was amended by the Board of Directors on 11th November, 2025