



LERTHAI FINANCE LIMITED

Policy on Determination of Materiality of Event/Information

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1. SCOPE AND PURPOSE

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**"), mandates disclosure of any events or information which, in the opinion of the Board, is material. It also requires the Company to frame a policy for determination of materiality of events or information for disclosure (the "**Policy**").

Lerthai Finance Limited (hereinafter referred to as "**the Company**") believes in promoting a transparent, ethical and professional work environment. This Policy aims at disseminating all material events or information in a fair and timely manner to enable the investors to take informed decisions.

2. DEFINITIONS

"**Act**" means the Companies Act, 2013, rules framed thereunder and any amendments thereto.

"**Board**" means the Board of Directors of the Company, as constituted from time to time.

"**Key Managerial Personnel**" shall have the same meaning as defined in sub-section (51) of Section 2 of the Act.

"**Officer**" shall have the same meaning as defined under the Act.

"**Stock Exchange**" means a recognized stock exchanges where the Securities of the Company are listed/proposed to be listed.

"**Securities**" means the Securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

"**Subsidiary**" means a subsidiary as defined under Sub-section 87 of Section 2 of the Act.

All other words and expressions used but not defined in this Policy but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. APPLICABILITY OF THE POLICY

This Policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the Policy.

4. REPORTING OF EVENT TO STOCK EXCHANGES

The Policy categorizes the events / information to be disclosed to the Stock Exchange(s) as described below:

- a) The Company shall make disclosure of events as specified in Para A of Part A of Schedule III of the Listing Regulations (as laid down in Annexure A), which are deemed to be material events, within 24 hours of the occurrence of the events or information. The events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed to be material and shall be disclosed without applying any test of materiality.
- b) The Company shall also make disclosure of events specified in Para B of Part A of Schedule III of the Listing Regulations (as laid down in Annexure B) after considering criteria for determining materiality of events/ information as prescribed below:
 1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 2. the omission of an event or information, which is likely to result in significant market reaction if the said omission came to light at a later date; or
 3. in case where the criteria specified in sub-clauses (1) and (2) are not applicable, an event/information may be treated as being material if in the opinion of the Board the event / information is considered material.

5. DISCLOSURES

- a. Unless otherwise decided by the Board, any Key Managerial Personnel of the Company acting severally shall be authorized for the purpose of determining materiality of an event or information and making disclosures to the stock exchange. Any decision taken by them shall be valid and binding on the Company.
- b. The contact details of all the Key Managerial Personnel (as laid down in Annexure C) shall be disclosed to the stock exchange and also be placed on the Company's website.
- c. The Key Managerial Personnel shall take into consideration the factors surrounding the particular information to take a view on whether the information is market sensitive or not.
- d. The Key Managerial Personnel are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
- e. The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, 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.

- f. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.
- g. The Company shall, with respect to disclosures referred to in this Policy and as per the Listing regulations referred thereto, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations
- h. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information. The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).
- i. In case where an event occurs or an information is available with the listed entity, which has not been indicated above (as per Para A or B of Part A of Schedule III of the Listing Regulations), but which may have material effect on it, the Company is required to makeadequate disclosures in regard thereof.

6. AUTHORITY TO MAKE ALTERATIONS

The Board of Directors of the Company is authorized to make such alterations to this Policy as considered appropriate, subject however, to the condition that such alterations shall not be inconsistent with the provisions of the Listing Regulations. This Policy shall be reviewed by the Board of Directors as and when required and updated accordingly.

7. LIMITATION AND AMENDMENTS

In the event of any conflict between the provisions of this Policy and the Act or Regulations or any other statutory enactments or rules, the provisions of such Act or Regulations or statutory enactments or rules shall prevail over this Policy.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the relevant provisions of this Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.

ANNEXURE A

DISCLOSURE OF EVENTS AS SPECIFIED IN PARA A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS - DEEMED TO BE MATERIAL EVENTS

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, the 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 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 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 Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - (i) 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;
 - (ii) any cancellation of dividend with reasons thereof;
 - (iii) the decision on buyback of securities;
 - (iv) the decision with respect to fund raising proposed to be undertaken
 - (v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - (vi) 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;
 - (vii) short particulars of any other alterations of capital, including calls;
 - (viii) financial results;
 - (ix) 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), which are binding and not in normal course of business, revision(s) or amendment(s) and termination thereof.
6. Fraud/defaults by Key Managerial Personnel or by the Company or arrest of Key Managerial Personnel.
7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, and Company Secretary etc.), Auditor and Compliance Officer.
 - a. In case of resignation of the auditor, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges
 - b. In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
 - i. Letter of resignation of Independent alongwith detailed reasons for the resignation as given by the said director shall be disclosed by the Company to the stock exchanges
 - ii. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - iii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
 - iv. The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons 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 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. (a) Schedule of analysts or institutional investors 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:

(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 mandatory with effect from April 01, 2022.

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.

ANNEXURE B

DISCLOSURE OF EVENTS AS SPECIFIED IN PARA B OF PART A OF SCHEDULE III OF THE REGULATIONS - 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 Company 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 Company.
10. Options to purchase Securities including any Employee Stock Option Scheme / Employee Stock Purchase 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.
13. 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 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.

ANNEXURE C

As Per Regulation 30 (5) of Listing Obligation and Disclosure requirement

Details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) are as follows:

1. Sneha Khandelwal

Office No. 312/313, Third Floor, Barton Centre,
Mahatma Gandhi Road, Bangalore
KA 560001
Email : dattatreya.dhage@nextdigm.com
Contact Number : 9503155652

2. Jayant Goel

Office No. 312/313, Third Floor, Barton Centre,
Mahatma Gandhi Road, Bangalore
KA 560001
Email : jayant@brightbridgeplc.com