



Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited / Kratos Energy & Infrastructure Limited)

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POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION

LORD'S MARK INDUSTRIES LIMITED

(Formerly known as Lords Mark India Limited and Kratos Energy & Infrastructure Limited)

1. Statutory Mandate

The Board of Directors (the "Board") of **Lord's Mark Industries Limited** (the "Company") has adopted the following policy and procedures with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company as per Clause 30 of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

2. Policy Objective and Scope

The objective is to determine the events and information which, in the opinion of the Board, are Material and need to be disclosed to the Stock Exchanges as per the defined timelines. The purpose of this document is to present a high-level policy statement for **Lord's Mark Industries Limited** regarding disclosure of material events / information in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The policy is framed for the purpose of systematic identification, categorization, review, disclosure, and updating of the website regarding the details of information/events which are considered material or may have a bearing on the performance of the Company and which may materially affect the share prices of the Company.

3. General Expressions

All the words and expressions used in this Policy, unless defined hereinafter, shall have the meaning respectively assigned to them under SEBI's LODR, 2015. In the absence of its definition or explanation therein, they shall carry the meaning as per the Companies Act, 2013 and the Rules, Notifications, and Circulars made/issued thereunder, as amended from time to time.

4. Definitions

- **"Audit Committee or Committee"**: Means the Audit Committee constituted by the Board of Directors of the Company, from time to time, under the provisions of SEBI LODR, 2015, the RBI Act, and/or the Companies Act, 2013.
- **"Board of Directors or Board"**: Means the Board of Directors of **Lord's Mark Industries Limited**, as constituted from time to time.
- **"Company"**: Means **Lord's Mark Industries Limited**.
- **"Independent Director"**: Means a Director of the Company, not being a whole-time Director, who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and SEBI's LODR, 2015.
- **"Policy"**: Means the Policy on Disclosure of Material Events.
- **"Material Events"**: Are those that are specified in Para A of Part A of Schedule III of the LODR.
- **"Other Events"**: Are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4).
- **"LODR"**: Means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **"Key Managerial Personnel" (KMP)**: Refers to Key Managerial Personnel of the Company including Managing/Whole-time Directors, Chief Financial Officer, and Company Secretary, who may be authorized individually or collectively to disclose events to the Stock Exchange.

5. Policy Framework

Either based on the recommendation of the Audit Committee of Directors or *suo moto*, the Board of Directors of the Company shall determine the events which are classified under different categories to be material and / or other events having a bearing on the performance of the Company and on the share prices of the Company, which need to be disclosed to the stock exchanges as per the specified timelines.

CATEGORY A

Events considered Material in view of the Board of Directors which need to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting:

- Acquisition (including agreement to acquire), Scheme of Arrangement (which includes amalgamation / merger / demerger / restructuring), or sale or disposal of unit(s), division(s), or subsidiary of the listed entity or any other restructuring.
- 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.
- Shareholder agreements, Joint Ventures (JV), Family settlement agreements, or agreements/treaties/contracts with media companies.
- Fraud/default by promoters or key managerial personnel and arrest of KMP or promoter.
- Reference to BIFR/Insolvency proceedings and winding-up petitions filed by any party / creditors.
- Revision in credit ratings.

Note: If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, it shall inform the stock exchange as soon as possible with an explanation for the delay.

CATEGORY B

Events / Decisions considered Material in view of the Board of Directors which need to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting:

- Declaration of Dividend and / or cash bonuses recommended or declared and other information pertaining to them.
- Cancellation of dividend with reasons thereof.
- Buyback of shares.
- Fund raising proposed to be undertaken.
- Increase in capital by issue of bonus shares.
- Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue.
- Alteration of capital.
- Financial results.
- Voluntary delisting from stock exchanges.

CATEGORY C

Other Events / Decisions not automatically considered Material in view of the Board of Directors which, however, need to be disclosed to the stock exchanges as soon as possible but not later than thirty days from the day of occurrence of the event:

- Change in Directorships, key managerial personnel, Auditor, and Compliance Officer; Appointment and discontinuance of share transfer agent.
- Corporate debt restructuring.
- One-time settlement (OTS) with a bank.
- 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.
- Proceedings of the Annual or Extraordinary General Meetings.
- Amendments to the Memorandum and Articles of Association.

CATEGORY D

Miscellaneous Events / Decisions not automatically considered Material in view of the Board of Directors which, however, need to be disclosed to the stock exchanges as soon as possible when the necessary information is ready to be publicized:

- Schedule of Analyst or institutional investor meets and investor presentations.
- Commencement or postponement of the date of commercial production or operation of any unit / division.
- Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-ups, new lines of business, or closure of operations of any unit / division.
- Capacity addition or new product launches.
- Awarding, bagging, or receiving significant orders/contracts.
- Agreements for loans not in the normal course of business.
- Disruption of operations of any one or more units due to a natural calamity.
- Effects arising out of changes in the regulatory framework applicable to the listed entity.
- Litigation / dispute / regulatory action(s) with significant potential impact.
- Options to purchase securities including ESOP/ESPS schemes.
- Giving of guarantees or indemnity or becoming a surety for any third party.
- Granting, withdrawal, surrender, cancellation, or suspension of key licenses or regulatory approvals.
- Emergence of new technologies.
- Expiry of patents.
- Change in accounting policies.
- Any other information that may be deemed necessary jointly and severally by the KMPs of the Company to appraise security holders of its position and to avoid the establishment of a false market.

The Board may in its discretion also authorize the KMPs to disclose such events, information, or material that in its wisdom may be necessary for the Members of the

exchange to know. The Management shall periodically bring to the attention of the Board of Directors all information, events, or materials which in its opinion should be disclosed.

6. Criteria for Determination of Materiality

The Company shall apply the following criteria for determination of materiality of events/information:

1. **Discontinuity or Alteration:** The omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly.
2. **Market Reaction:** 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.
3. **Board's Discretion:** In cases where the event/information does not fall in the above criteria, but is still considered material in the opinion of the Board of Directors.

7. Authority for Determination of Materiality

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Financial Officer, and the Company Secretary are hereby jointly and severally authorized to determine whether an event / information is material or not and to decide its timeline for disclosure based on the categories specified above, subject to such information being placed prior to or at the immediate Board Meeting held after the said information is made public.

8. Website Updation & Archival

The Company shall update all disclosures made under these regulations on its official website and such disclosures shall continue to be hosted for a minimum period of five years, and thereafter archived as per the document retention policy of the Company.

The Compliance Officer of the Company shall provide updates to the Board of Directors and to the Stock Exchanges on any material event that has been disclosed, including further developments, which shall also be hosted on the website.

9. Disaster Preparedness & Business Continuity

Lord's Mark Industries Limited maintains a Business Continuity Plan (BCP) designed to ensure the safety of staff as well as members of the general public, and to safeguard the documents and records pertaining to all material / non-material events and information to enable a return to normal operations with minimal disruption.

The Company has made appropriate provisions for the backup of its digital collections, including offsite security copies. The Company's BCP ensures that digital collections and technical infrastructure required to manage and access them can be fully restored in the event of an emergency.

10. Disclosure of Events / Information on Subsidiaries

The KMPs of the Company, jointly and severally in consultation with the Board of Directors, shall disclose such events / information about its subsidiaries which are considered material in nature and whose disclosure is likely to materially affect the share price of the Company.

11. Authorisation to Respond to Rumours

The Key Managerial Personnel (KMPs) consisting of the Managing / Whole-time Director, Chief Financial Officer, and the Company Secretary are hereby jointly and severally authorized to *suo moto* accept or deny any reported event or information which has been unauthorizedly made public by media or through electronic means. They are further authorized to respond to market rumours to protect the interests of the Company, and such actions shall be brought to the attention of the Board of Directors at its subsequent meeting.

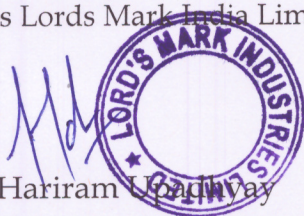
12. Compliance Officer

The Compliance Officer for the purpose of complying with the provisions of SEBI LODR, 2015 shall be the Company Secretary of the Company.

13. Policy Review

This policy shall be subject to review as may be deemed necessary to comply with any regulatory amendments or statutory modifications, subject to the necessary approvals of the Board of Directors.

For Lord's Mark Industries Limited
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Mr. Sachidanand Hariram
Managing Director
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