



**LIFE INSURANCE CORPORATION OF INDIA, CENTRAL OFFICE,  
'YOGAKSHEMA', JEEVAN BIMA MARG, MUMBAI- 400021**

**POLICY ON DETERMINATION OF MATERIALITY AND  
DISCLOSURE OF EVENTS / INFORMATION  
(Framed pursuant to Regulation 30 (4) (ii) of SEBI (LODR) Regulations, 2015)**

**July 2023**

(Containing revisions necessitated by SEBI(LODR) Second Amendment Regulations, 2023  
which are deemed to be part of this Policy)

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## **1. PREAMBLE**

- 1.1. LIC of India, ("LIC" or "the Corporation"), a body corporate established under the Life Insurance Corporation Act, 1956 ("LIC Act") is governed by the provisions of the LIC Act, 1956 as amended from time to time. LIC is also bound by the Rules and Regulations, framed under the LIC Act, 1956 and other statutes applicable from time to time.
- 1.2. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") mandates disclosure of any events or information which, in the opinion of the Board of Directors of the Corporation (the "Board"), is material. Regulation 30(4)(ii) of the SEBI Listing Regulations requires the Corporation to frame a Policy for determination of materiality of events or information for disclosure, based on the criteria specified therein. Accordingly, Life Insurance Corporation of India (the "Corporation") has formulated this policy ("Policy") in relation to determination of materiality of events or information for disclosure.

## **2. DEFINITIONS:**

- 2.1 "**Corporation**" means Life Insurance Corporation of India established under the LIC Act, 1956
- 2.2 "**Board of Directors**" or "**Board**" means the collective body of the Directors appointed or nominated or deemed as such under section 4 of the LIC Act, 1956
- 2.3 "**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including subsequent modifications issued to the same from time to time.
- 2.4 "**Stock Exchange**" means BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) or any other recognized stock exchanges where the securities of the Corporation are listed.
- 2.5 "**Senior Management**" shall mean officers/personnel of LIC of India who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the Chief Executive Officer/ Managing Director/ Whole Time Directors, i.e., all officials in the cadre of ZM (S), all Zonal Managers-in-charge

of Zones and officials independently heading functions of the Corporation and shall specifically include Company Secretary and Chief Financial Officer”.

2.6 “**Mainstream Media**” shall include print or electronic mode like Newspapers registered with the Registrar of Newspapers for India, news channels permitted by Ministry of Information and Broadcasting under Government of India, content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 and newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

*(Definition incorporated in terms of SEBI(LODR) Second Amendment Regulations 2023)*

### **3 PURPOSE / OBJECTIVE**

The purpose of the policy is to facilitate the following:

- a. To ensure that the Corporation complies with the disclosure obligations it is subject to as laid down by the Listing Regulations, various Securities Laws and any other applicable legislations;
- b. To ensure that the information disclosed by Corporation is adequate, timely and transparent;
- c. To ensure that all investors have equal access to important information that may affect their investment decisions;
- d. To protect the confidentiality of Material / Price Sensitive Information within the context of the Corporation’s disclosure obligations;
- e. To provide a framework that supports and fosters confidence amongst the stakeholders about the quality and integrity of information released by Corporation and avoiding establishment of false market in the securities of the Corporation;
- f. To ensure uniformity in Corporation’s approach to disclosures, raise awareness and reduce the risk of selective disclosures;
- g. To determine the principles of materiality based on which the Corporation shall make disclosures of events or information;
- h. To define the materiality threshold for disclosure of events and information specified in Para B and Para C of part A of Schedule III of the Regulations and help in identification of events and information for disclosure to the stock exchange(s);
- i. To make required disclosures within the stipulated time of actual occurrence of an event or information, after ascertaining facts;
- j. To define events that shall have a material effect on the operations of the Corporation, but are not specified in Part A of Schedule III of the SEBI(LODR) Second Amendment

Regulations, 2023;

- k. To disclose material events or information with respect to the subsidiaries of the Corporation;
- l. To identify such information/events, which is material, in the opinion of the Board of Directors.

#### **4 APPLICABILITY AND SCOPE**

This Policy shall be applicable to events and information relating to the Corporation, which are considered material for the purpose of reporting to Stock Exchanges, wherever necessary or required.

This Policy for Determination of Materiality of Events and Information is aimed at providing guidelines to the management of the Corporation to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s).

Regulation 30 of the Regulations provides for disclosure of all deemed material events to the Stock Exchanges.

These events have been specified in Para A of Part A of Schedule III of the SEBI Regulations and shall be disclosed as applicable, from time-to-time. These events have been given in Annexure A of this policy.

For disclosure of certain events as specified in Para B, Para C and Para D of Part A of Schedule III to the Stock Exchanges the following criteria shall be followed for determining whether the events are material or not:

Where the omission of disclosure of an event or information, is likely to result in:

- a) discontinuity or alteration of event or information already available publicly or
- b) a significant market reaction if the said omission came to light at a later date.
- c) the omission of disclosure 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 Corporation;
  - ii) two percent of net worth, as per the last audited consolidated financial statements of the Corporation, 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 Corporation;
  - iv) In case where the criteria specified in sub-clauses (i), (ii) and (iii) is not applicable, an

event or information may be treated as being material if in the opinion of the **Materiality Determining Committee** of the Corporation, the event or information is considered material:

[Provided that any continuing event or information which becomes material pursuant to notification dated 14.06.2023 of the SEBI(LODR) Second Amendment Regulations, 2023 shall be disclosed by the Corporation within thirty days from the date of coming into effect.]

*(Item c above is an additional criterion incorporated terms of SEBI(LODR) Second Amendment Regulations 2023)*

Where it would be difficult to report the events based on qualitative/quantitative criteria as stated above, the same may be considered material for disclosure, upon meeting other criteria at the discretion of **Materiality Determining Committee**. The Committee for determining Materiality of events / information will include the following officials as Members:

1. Managing Director in charge of Finance & Accounts Department, Chairperson
2. Chief Marketing Officer, Member
3. Company Secretary & Compliance Officer, Member
4. Chief Financial Officer, Member
5. Chief Risk Officer, Member
6. Chief Investment Officer, Member
7. Chief Internal Auditor, Member
8. Appointed Actuary, Member

The Materiality Determining Committee shall review the recommendations by various Departments and finalise the details to be disclosed. Any confidential information which if disclosed is likely to put at risk, the business interest of the Corporation shall not be disclosed, the Corporation to that extent shall make qualified disclosures to the Stock Exchanges.

This Policy shall also apply to the events to which neither Para A or Para B or Para C or Para D of Part A of Schedule III of SEBI Regulations applies but have a material impact on the Corporation.

## **5 GUIDELINES FOR DISCLOSURE OF THE EVENT/ INFORMATION**

5.1 The list of criteria, as specified in Regulation 30(4)(i) read with disclosures specified in Para

A and Para B (specified in Annexure-A) of Part A of Schedule III, of the Listing Regulations will assist as guidance for determining the need / requirement for disclosure of events and information to the stock exchanges. In addition, the Corporation may disclose other information/ event as specified in Para C, D of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 (specified in Annexure-A).

5.2 The Corporation shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of listing regulation as soon as reasonably possible and in any case not later than the following:

- i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Corporation;
- iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Corporation:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under listing regulation, the Corporation shall, along with such disclosure provide the explanation for the delay.

*(Revised timelines incorporated in terms of SEBI(LODR) Second Amendment Regulations 2023)*

## **6 GUIDELINES TO DECIDE WHEN EVENT / INFORMATION DEEMED TO HAVE OCCURRED**

6.1 Where any event/ information requires approval of Board/ any Committee/ External Body, etc., event will be deemed to have occurred on receipt of the approval from appropriate authority. Wherever multiple approvals are required, the event will be deemed to have occurred on receipt of last approval. However, considering the price sensitivity involved in events, disclosure shall be made immediately on receipt of approval of the Board of Directors, pending shareholders' approval.

6.2 The events/information can be said to have occurred when the Corporation becomes aware of the events/information, or as soon as, an officer of the Corporation has, or ought

to have reasonably come into possession of the information in the course of the performance of his duties.

6.3 Notwithstanding the above, Corporation shall confirm, deny or clarify any reported event or information in the mainstream media in terms of regulation 30(11) of the LODR Regulations. And also provide the current stage of such event or information.

6.4 In case an event or information is required to be disclosed by the Corporation in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Corporation shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

*(Paras 6.3 & 6.4 are additions incorporated in terms of SEBI(LODR) Second Amendment Regulations 2023)*

## **7 Disclosure requirements for certain types of agreements binding Corporation:**

7.1 Under Regulation 30A of SEBI (LODR) all the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Corporation or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to these regulations, shall inform the Corporation about the agreement to which such a Corporation is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements:

Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the Corporation, about the agreement to which such a Corporation is not a party and the Corporation shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

The Corporation shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the complete details of such agreements are available, in the Annual Report for the financial year 2022-23 or for the financial year 2023-24.

*(Additions incorporated in terms of SEBI(LODR) Second Amendment Regulations 2023)*

## **8 Manner of Disclosure of events/ information to Stock Exchanges:**

- 8.1 The mandatory events for disclosure listed under Para A of Annexure A of the Policy are as prescribed under SEBI (LODR) Regulations, 2015 and will need to be disclosed to the extent these are applicable to the Corporation. The Departments of the Corporation under whose domain the events listed in Annexure A fall, shall be responsible to ensure that the finalised disclosure as specified in Annexure C (duly approved by Managing Director) in respect of the events pertaining to them which has occurred, is provided to the Board & Secretarial Department promptly so that these are filed with the Stock Exchanges in the prescribed manner and within the prescribed timelines by the Board & Secretarial Department as specified in Annexure A and Annexure C.
- 8.2 The events listed / indicated under Para B, C and D of Annexure A will need to be disclosed based on their materiality as per the criteria suggested under para 4 of this policy. The departments of the Corporation under whose domain the listed events fall, shall prepare and keep ready the granular check lists of events pertaining to them which are perceived by them to be material after applying the criteria given under para 4 of the policy. Similar to the action suggested under para 8.1 above, the Departments of the Corporation shall ensure to provide such finalized disclosures and in the prescribed manner as specified in Annexure C (duly approved by the Managing Director) in respect of the events pertaining to them which have occurred, to the Board & Secretarial Department promptly so that these are filed with the Stock Exchanges in the prescribed manner and within the prescribed timelines by the Board & Secretarial Department.
- 8.3 The events listed under Annexures A which fall under the domain of Board & Secretarial Department and which have occurred, shall be filed by them with the Stock Exchanges in the prescribed manner and within the prescribed timelines as specified in Annexure A and Annexure C.

## **9 Disclosures on Corporation's Website**

The Corporation 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 Corporation for a minimum period of five years and thereafter as per the archival policy of the Corporation, as disclosed on its website.



## **10 Policy Review**

This policy is framed in compliance of the provisions of Regulation 30 (4) (ii) of (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail.

The Chief Executive Officer is authorized to approve the amendments to the policy from time to time, to bring it in line with any regulatory changes introduced by SEBI by way of amendments to SEBI(LODR) Regulations or enactment of any other legislation by SEBI or the Government from time to time, as the case may be.

This policy may be reviewed by the Board of Directors once in three years or as and when deemed necessary.

Any change/amendments in applicable laws with regard to Policy for Determination of Materiality shall be deemed to be covered in this Policy without any review.

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## **ANNEXURE A**

<b>Table I: Timeline for disclosure of events specified in Part A of Schedule III of the LODR Regulations</b>		
<b>Para / sub-para</b>	<b>Events</b>	<b>Timeline for disclosure</b>
<b>A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):</b>		
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/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 the associate company of the listed entity or any other restructuring.	Within 12 hours *
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 *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	Timeline as specified in sub-para 4 of Para A of Schedule III.
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: 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 potentially or whose purpose and effect is to, impact the management or	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where, listed entity is not a party).

	control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	
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 whether occurred within India or abroad.	Within 24 hours
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 * (except in 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.	Timeline as specified in sub-para 7A of Para A of Schedule III.
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para 7B of Para A of Schedule III.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para 7C of Para A of Schedule III.
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 *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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 *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
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.	Timeline as specified in sub-para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution	Within 24 hours

	process (CIRP) of a listed corporate debtor under the Insolvency Code.	
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 * (if initiated by the listed entity); Within 24 hours (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.	Within 24 hours
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;	Within 24 hours
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
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 *
<b>B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)</b>		
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *

2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
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 * (for agreements where listed entity is a party); Within 24 hours (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
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
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
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *
<b>C.</b>	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
<b>D.</b>	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.	Timeline as specified by the Board.

\* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within thirty minutes from the closure of such meeting as against the timeline indicated in the table above.

## **ANNEXURE B**

**The timeline for making disclosure under Regulation 30A of the LODR Regulations is given below:**

- i. Future agreements (Reg. 30A (1)): the parties to the agreements shall inform the listed entity about the agreement to which such a listed entity is not a party within two working days of entering into the agreement or signing an agreement to enter into such agreements.
- ii. Subsisting agreements (proviso to Reg. 30A(1)):
  - a. Timeline for the parties to the subsisting agreements to inform the listed entity about the agreement to which such a listed entity is not a party: July 31, 2023.
  - b. Timeline for the listed entity to disclose all such subsisting agreements to the stock exchange(s) and on its website: August 14, 2023.

## **ANNEXURE C**

### **Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the LODR Regulations:**

#### **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 listed entity or any other restructuring:**

##### **1.1. Acquisition (including agreement to acquire):**

- a) name of the target entity, details in brief such as size, turnover etc.;
- b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;
- c) industry to which the entity being acquired belongs;
- d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);
- e) brief details of any governmental or regulatory approvals required for the acquisition;
- f) indicative time period for completion of the acquisition;
- g) nature of consideration - whether cash consideration or share swap and details of the same;
- h) cost of acquisition or the price at which the shares are acquired;
- i) percentage of shareholding / control acquired and / or number of shares acquired;
- j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);

[Explanation: For the purpose of the above disclosures the term ‘acquisition’ shall have the same meaning as defined in explanation of sub-para (1) of Para (A) of Part (A) of Schedule III of LODR Regulations].

##### **1.2. Amalgamation/ Merger:**

- a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;
- b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;
- c) area of business of the entity(ies);
- d) rationale for amalgamation/ merger;
- e) in case of cash consideration – amount or otherwise share exchange ratio;
- f) brief details of change in shareholding pattern (if any) of listed entity.

##### **1.3. De-merger:**

- a) brief details of the division(s) to be demerged;
- b) turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;
- c) rationale for demerger;
- d) brief details of change in shareholding pattern (if any) of all entities;
- e) in case of cash consideration – amount or otherwise share exchange ratio;

f) whether listing would be sought for the resulting entity.

#### **1.4. Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:**

- a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;
- b) date on which the agreement for sale has been entered into;
- c) the expected date of completion of sale/disposal;
- d) consideration received from such sale/disposal;
- e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;
- f) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";
- g) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.

For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.

#### **1.5. Other Restructuring:**

- a) details and reasons for restructuring;
- b) quantitative and/ or qualitative effect of restructuring;
- c) details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring;
- d) brief details of change in shareholding pattern (if any) of all entities.

#### **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.**

##### **2.1. Issuance of securities:**

- a) type of securities proposed to be issued (viz. equity shares, convertibles etc.);
- b) type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);
- c) total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);
- d) in case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):
  - i. names of the investors;
  - ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;
  - iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;
- e) in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s):
  - i. whether bonus is out of free reserves created out of profits or share premium account;
  - ii. bonus ratio;
  - iii. details of share capital - pre and post bonus issue;
  - iv. free reserves and/ or share premium required for implementing the bonus issue;



v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available;

vi. whether the aforesaid figures are audited;

vii. estimated date by which such bonus shares would be credited/dispatched;

f) in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):

i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;

ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;

iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;

iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);

v. change in terms of FCCBs, if any;

vi. details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);

g) in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):

i. size of the issue;

ii. whether proposed to be listed? If yes, name of the stock exchange(s);

iii. tenure of the instrument - date of allotment and date of maturity;

iv. coupon/interest offered, schedule of payment of coupon/interest and principal;

v. charge/security, if any, created over the assets;

vi. special right/interest/privileges attached to the instrument and changes thereof;

vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;

viii. details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;

ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;

h) any cancellation or termination of proposal for issuance of securities including reasons thereof.

## **2.2. Split/consolidation of shares:**

a) split/consolidation ratio;

b) rationale behind the split/consolidation;

c) pre and post share capital – authorized, paid-up and subscribed;

d) expected time of completion;

e) class of shares which are consolidated or subdivided;

f) number of shares of each class pre and post-split or consolidation;

g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.

## **2.3. Buy back of securities:**

a) number of securities proposed for buyback;

- b) number of securities proposed for buyback as a percentage of existing paid up capital;
- c) buyback price;
- d) actual securities in number and percentage of existing paid up capital bought back;
- e) pre-& post shareholding pattern.

#### **2.4. Any restriction on transferability of securities:**

- a) authority issuing attachment or prohibitory orders;
- b) brief details and reasons for attachment or prohibitory orders;
- c) name of registered holders against whom restriction on transferability has been placed;
- d) total number of securities so affected;
- e) distinctive numbers of such securities if applicable;
- f) period for which order would be applicable (if stated).

#### **2.5. Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:**

- a) forfeiture of shares;
- b) 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;
- c) proposal to issue any class of securities;
- d) alterations of capital, including calls;
- e) change in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the listed entity.

### **3. Revision in Rating(s)**

The listed entity shall notify the stock exchange(s), the details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the listed entity or to any fixed deposit programme or to any scheme or proposal of the listed entity involving mobilization of funds whether in India or abroad. In case of a downward revision in ratings, the listed entity shall also intimate the reasons provided by the rating agency for such downward revision.

### **4. Outcome of meetings of the board of directors:**

The listed entity shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:

- 4.1. 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;
- 4.2. any cancellation of dividend with reasons thereof;
- 4.3. the decision on buyback of securities;
- 4.4. the decision with respect to fund raising proposed to be undertaken;
- 4.5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
- 4.6. 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;
- 4.7. short particulars of any other alterations of capital, including calls;
- 4.8. financial results;
- 4.9. decision on voluntary delisting by the listed entity from stock exchange(s);

The intimation of outcome of meeting of the board of directors shall also contain the time of commencement and conclusion of the meeting.

**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:**

- 5.1. name(s) of parties with whom the agreement is entered;
- 5.2. purpose of entering into the agreement;
- 5.3. shareholding, if any, in the entity with whom the agreement is executed;
- 5.4. significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;
- 5.5. whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;
- 5.6. whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";
- 5.7. in case of issuance of shares to the parties, details of issue price, class of shares issued;
- 5.8. any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;
- 5.9. in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):
  - a) name of parties to the agreement;
  - b) nature of the agreement;
  - c) date of execution of the agreement;
  - d) details of amendment and impact thereof or reasons of termination and impact thereof.

**6. Fraud/ Defaults by promoter or key managerial personnel or by the listed entity or arrest of key managerial personnel or promoter:**

**6.1. At the time of unearthing of fraud or occurrence of the default / arrest:**

- a) nature of fraud/default/arrest;
- b) estimated impact on the listed entity;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud/default/arrest has been reported to appropriate authorities.

**6.2. Subsequently intimate the stock exchange(s) further details regarding the fraud/default/arrest including:**

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the listed entity and its financials; and
- c) corrective measures taken by the listed entity on account of such fraud/default.

**7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer:**

- 7.1. reason for change viz. appointment, resignation, removal, death or otherwise;
- 7.2. date of appointment/cessation (as applicable) & term of appointment;
- 7.3. brief profile (in case of appointment);
- 7.4. disclosure of relationships between directors (in case of appointment of a director).

8. Appointment or discontinuation of share transfer agent:

- 8.1. reason for appointment or discontinuation;
- 8.2. date on which above would become effective.

**9. Corporate debt restructuring (“CDR”):**

- 9.1. whether CDR is voluntary and reasons for opting or referred by lenders/creditors;
- 9.2. details of the loan to be subjected to restructuring under CDR;
- 9.3. brief details of the CDR proposal (if any);
- 9.4. the following updates to be provided at the time of the execution and at various stages of the implementation of the CDR scheme;
  - a) upon execution of any agreement in relation to the CDR proposal, disclose details such as date of execution, parties to the agreement and principal terms;
  - b) details of final CDR package as approved by RBI and the lenders;
  - c) lenders involved;
  - d) brief summary of the CDR scheme including details of the securities, interest payment, repayment schedule, negative and other restrictive covenants.

**10. One-time settlement (OTS) with a Bank:**

- 10.1. reasons for opting for OTS;
- 10.2. brief summary of the OTS.

**11. Reference to BIFR and winding-up petition filed by any party / creditors:**

- 11.1. reasons for such a reference/petition;
- 11.2. impact of such reference/petition on listed entity.

**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 and the following:**

- 12.1. date of notice/call letters/resolutions etc.;
- 12.2. brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.

**13. Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief:**

- 13.1. date of the meeting;
- 13.2. brief details of items deliberated and results thereof;
- 13.3. manner of approval proposed for certain items (e-voting etc.).

**14. Amendments to memorandum and articles of association of listed entity, in brief.**

**15. Schedule of analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.**

**B. Details which a listed entity needs to disclose for events on which the listed entity may apply materiality in terms of Para B of Part A of Schedule III of LODR Regulations of LODR Regulations**

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

The listed entity shall notify the stock exchange(s) regarding the commencement of commercial production or the commencement of commercial operations of any unit/division. In cases where the listed entity has made prior intimation of date of commencement of commercial production or operations, the listed entity shall be required to disclose details in case of postponement of the date of commencement.

**2. Change in the general character or nature of business brought about by:**

**2.1. Arrangements for strategic, technical, manufacturing, or marketing tie-up:**

a) Agreement / joint venture (JV) with companies:

- i. name of the entity(ies) with whom agreement/ JV is signed;
- ii. area of agreement/JV;
- iii. domestic/international;
- iv. share exchange ratio / JV ratio;
- v. scope of business operation of agreement / JV;
- vi. details of consideration paid / received in agreement / JV;
- vii. significant terms and conditions of agreement / JV in brief;
- viii. whether the acquisition would fall within related party transactions and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";
- ix. size of the entity(ies);
- x. rationale and benefit expected.

b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal.

**2.2. Adoption of new line(s) of business:**

- a) industry or area to which the new line of business belongs to;
- b) expected benefits;
- c) estimated amount to be invested.

**2.3. Closure of operations of any unit/division - (entirety or piecemeal):**

- a) date of such binding agreement, if any, entered for sale of such unit/division, if any;
- b) amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such unit or division during the last financial year;

- c) date of closure or estimated time of closure;
- d) reasons for closure.

### **3. Capacity addition or product launch**

#### **3.1. Capacity addition:**

- a) existing capacity;
- b) existing capacity utilization;
- c) proposed capacity addition;
- d) period within which the proposed capacity is to be added;
- e) investment required;
- f) mode of financing;
- g) rationale.

#### **3.2. Product launch:**

- a) name of the product;
- b) date of launch;
- c) category of the product;
- d) whether caters to domestic/ international market;
- e) name of the countries in which the product is launched (in case of international).

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

**4.1. Awarding of order(s)/contract(s):** Only important terms and conditions which may be as under needs to be disclosed:

- a) name of the entity to which order(s)/contract(s) is awarded;
- b) whether order(s) / contract(s) is awarded to domestic/ international entity
- c) significant terms and conditions of order(s)/contract(s) awarded, in brief;
- d) time period, if any, associated with the order(s)/contract(s);
- e) broad commercial consideration or size of the order(s)/contract(s);
- f) whether the promoter/ promoter group/group companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof;
- g) whether the same would fall within related party transactions? If yes, whether the same is done at "arm's length".

**4.2. Bagging/Receiving of orders/contracts:** Only important terms and conditions which may be as under needs to be disclosed:

- a) name of the entity awarding the order(s)/contract(s);
- b) significant terms and conditions of order(s)/contract(s) awarded in brief;
- c) whether order(s) / contract(s) have been awarded by domestic/ international entity;
- d) nature of order(s) / contract(s);
- e) whether domestic or international;
- f) time period by which the order(s)/contract(s) is to be executed;
- g) broad consideration or size of the order(s)/contract(s);

- h) whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof;
- i) whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at "arm's length".

#### **4.3. Amendment or termination of orders/contracts:**

- a) name of parties to the order(s)/contract(s);
- b) nature of the order(s)/contract(s);
- c) date of execution of the order(s)/contract(s)
- d) details of amendment or reasons for terminations and impact thereof (to the extent possible);

#### **5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof: Only important terms and conditions which may be as under needs to be disclosed:**

- a) name(s) of parties with whom the agreement is entered;
- b) purpose of entering into the agreement;
- c) size of agreement;
- d) shareholding, if any, in the entity with whom the agreement is executed;
- e) significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;
- f) whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;
- g) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";
- h) in case of issuance of shares to the parties, details of issue price, class of shares issued;
- i) in case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;
- j) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;
- k) in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):
  - i. name of parties to the agreement;
  - ii. nature of the agreement;
  - iii. date of execution of the agreement;
  - iv. details of amendment and impact thereof or reasons of termination and impact thereof.

#### **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.:**

##### **6.1. At the time of occurrence:**

- a) expected quantum of loss/damage caused;
- b) whether loss/damage covered by insurance or not including amount;
- c) estimated impact on the production/operations in case of strikes/lock outs;
- d) factory/unit where the strike/lock out takes place including reasons for such strike.

## **6.2. Regularly, till complete normalcy is restored:**

- a) insurance amount claimed and realized by the listed entity for the loss/damage;
- b) the actual amount of damage caused due to the natural calamity or other force majeure events;
- c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.

## **7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.**

**8. Litigation(s) / dispute(s) / regulatory action(s) with impact:** The listed entity shall notify the stock exchange(s) upon it or its key management personnel or its promoter or ultimate person in control becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the listed entity, the outcome of which can reasonably be expected to have an impact.

### **8.1. At the time of becoming the party:**

- a) brief details of litigation viz. name(s) of the opposing party, court/ tribunal/agency where litigation is filed, brief details of dispute/litigation;
- b) expected financial implications, if any, due to compensation, penalty etc;
- c) quantum of claims, if any;

### **8.2. Regularly till the litigation is concluded or dispute is resolved:**

- a) the details of any change in the status and / or any development in relation to such proceedings;
- b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and / or any development in relation to such proceedings;
- c) in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/penalty paid (if any) and impact of such settlement on the financial position of the listed entity.

## **9. Frauds/ defaults by directors (other than key managerial personnel) or employees of the listed entity:**

### **9.1. At the time of unearthing of fraud or occurrence of the default/arrest:**

- a) nature of fraud/default/arrest;
- b) estimated impact on the listed entity;
- c) time of occurrence;
- d) person(s) involved;
- e) estimated amount involved (if any);
- f) whether such fraud has been reported to appropriate authorities.

### **9.2. Subsequently intimate the stock exchange(s) further details regarding the fraud/default including:**

- a) actual amount involved in the fraud /default (if any);
- b) actual impact of such fraud /default on the listed entity and its financials;
- c) corrective measures taken by the listed entity on account of such fraud/default.



**10. Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options:**

- a) brief details of options granted;
- b) whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);
- c) total number of shares covered by these options;
- d) pricing formula;
- e) options vested;
- f) time within which option may be exercised;
- g) options exercised;
- h) money realized by exercise of options;
- i) the total number of shares arising as a result of exercise of option;
- j) options lapsed;
- k) variation of terms of options;
- l) brief details of significant terms;
- m) subsequent changes or cancellation or exercise of such options;
- n) diluted earnings per share pursuant to issue of equity shares on exercise of options.

**11. Giving of guarantees or indemnity or becoming a surety for any third party:**

- a) name of party for which such guarantees or indemnity or surety was given;
- b) whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;
- c) brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee;
- d) impact of such guarantees or indemnity or surety on listed entity.

**12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals:**

- a) name of the regulatory or licensing authority;
- b) brief details of the approval/license obtained/ withdrawn/ surrendered;
- c) impact/relevance of such approval/license to the listed entity;
- d) withdrawal/cancellation or suspension of licence/approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the listed entity and penalty, if any;
- e) period for which such approval/license is/was valid;
- f) Subsequently, the listed entity shall inform the stock exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken by the listed entity pursuant to the withdrawal, cancellation or suspension of the key license/ approval.