



Abhishek Rozatkar,  
Assistant General Manager  
Division of SSE and Policy  
Phone: +91 22 2644 9295  
Email: abhishekr@sebi.gov.in

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

SEBI/HO/CFD/DIL1/OW/P/3662/2022

January 28, 2022

**Mr. Pawan Agrawal**  
Company Secretary and Compliance Officer  
Life Insurance Corporation of India  
Central Office, "Yogakshema",  
Jeevan Bima Marg Mumbai 400021

Sir,

**Sub: Proposed IPO of Life Insurance Corporation of India- Exemption application**

1. This has reference to your letter dated January 18, 2022, on the captioned subject seeking exemption under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) from the following:

*"Exemption from considering the audited financial statements of Subsidiaries and Associates of the Corporation incorporated in India in the preparation of restated audited consolidated financial information of the Corporation for the six months period ended September 30, 2021 and nine months period ended December 31, 2021"*

2. In this regard, the following may be noted:

2.1. Based on reading of Para 11(II)(A)(ii)(b) of the Schedule VI of ICDR, it is clear that only foreign entities are exempted from audited financial statements that too based on a materiality threshold. Thus, financial statements of Indian subsidiaries/ associates are necessarily required to be audited for the stub period for the purpose of consolidated financial statement. Further, it is always desirable that an entity coming out with an IPO, incorporates audited financials of its subsidiaries/ associates for consolidation as the same demonstrates higher level of disclosure/ compliance.

2.2. The argument that a listed subsidiary is not required to prepare audited financials for stub period may not have any merit as if such a listed entity itself desires to carry out an FPO it would also be required to audit its financials for any stub period so as to disclose the same in the offer document.

Page 1 of 2

सेबी भवन, प्लॉट नं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.  
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
Tel. 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



अनुवर्ती :  
Continuation :

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
**Securities and Exchange  
Board of India**

2.3. However, in view of the reference received from DIPAM, and the fact the IPO of LIC is of national importance which is required to be completed within stringent timelines, the competent authority has agreed to accede to your request as a matter of one time relaxation. You may kindly note that this may not be treated as a precedence.

3. This letter is issued with the approval of competent authority.

Yours faithfully,

  
**Abhishek Rozatkar**