

## POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY EVENTS / INFORMATION

### 1. NEED AND OBJECTIVE OF THE POLICY:

Thrust of the Corporate Governance of the Bank is to enhance shareholders value by pursuing ethical practices in the conduct of its business and maintaining high standard of disclosure and transparency. Bank believes that timely and adequate disclosure of all material events will help stakeholders to have fair access to the information pertaining to the Bank.

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI circular no. CIR/ CFD/ CMD/4/2015 dated September 09, 2015, the Bank is required to make disclosures of any events or information which, in the opinion of the board of directors is material. Listing Regulation also requires the Bank to frame a policy for determination of materiality, based on criteria specified in the Regulation, duly approved by the board of directors, which shall be disclosed on the Bank's website.

Accordingly the Bank has laid down this '**Policy on Determination and Disclosure of Materiality Events / Information**'.

### 2. SCOPE OF THE POLICY:

The Policy will be applicable to all events which fall under the criteria as disclosed under the section relating to "Disclosure of events or information to Stock Exchanges".

This Policy shall be read along with the Bank's Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of fair disclosure) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### 3. DEFINITIONS:

<b>Bank</b>	"Bank" means Central Bank of India.
<b>Board</b>	"Board" means the Board of Directors of the Bank, as constituted from time to time.
<b>Key Managerial Personnel</b>	"Key Managerial Personnel" means: - (i) Managing Director and Chief Executive Officer; (ii) Executive Director(s) (iii) Chief Financial Officer; (iv) Company Secretary and (v) Such other officer/s as may be prescribed.

<b>Listing Regulations</b>	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
<b>Material events</b>	Material events are those that are specified in Schedule III of the Listing Regulations, 2015.
<b>Schedule</b>	"Schedule" means Schedule III of Listing Regulations.
<b>Specified securities</b>	Specified securities means equity shares listed with the Stock Exchanges.
<b>Securities Listed</b>	Securities listed means specified securities including any other non-convertible debt securities or perpetual debt securities.
<b>Stock Exchange(s)</b>	Stock exchanges where specified securities i.e. equity shares, and non-convertible debt securities or perpetual debt securities are listed.
<b>Unpublished Price Sensitive Information</b>	<p>"Unpublished price sensitive information" means any information, relating to the Bank or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:--</p> <ul style="list-style-type: none"> <li>(i) Financial Results;</li> <li>(ii) Dividends</li> <li>(iii) Change in capital structure</li> <li>(iv) Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and</li> <li>(v) Changes in key managerial personnel.</li> </ul> <p>Note: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information</p>

#### 4. POLICY:

4.1 The events / information that need to be disclosed by the Bank to the Stock Exchanges are broadly divided into the following four categories;

**A Events which shall be disclosed without any application of the guidelines for materiality: (Para A of Part A of Schedule I II to the Listing Regulations)**

The following shall be events / information, upon occurrence of which the Bank shall make disclosure to stock exchange(s):

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 Bank 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, a company, whether directly or indirectly, such that -
  - (a) the Bank holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said 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 said 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 Bank entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
  - a) 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;
  - b) any cancellation of dividend with reasons thereof;
  - c) the decision on buyback of securities;
  - d) the decision with respect to fund raising proposed to be undertaken
  - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f) 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;
  - g) short particulars of any other alterations of capital, including calls;
  - h) financial results;
  - i) decision on voluntary delisting by the Bank 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 Bank), 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.
6. Fraud/defaults by promoter or key managerial personnel or by Bank or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
  - (a) In case of resignation of the auditor of the Bank, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Bank to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.
  - (b) Resignation of auditor including reasons for resignation: In case of

resignation of an independent director of the Bank, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Bank:

- i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Bank to the stock exchanges.
  - ii. The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.
  - iii. The confirmation as provided by the independent director above shall also be disclosed by the Bank to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.
8. Appointment or discontinuation of share transfer agent.
  9. Corporate debt restructuring.
  10. Reference to BIFR and winding-up petition filed by any party / creditors.
  11. 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 Bank.
  12. Proceedings of Annual and extraordinary general meetings of the Bank.
  13. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Bank to analysts or institutional investors;
  14. 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:

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- (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.

15. 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 Bank:

- 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 Bank along with comments of the management, if any.

**B Events which shall be disclosed to Stock Exchanges upon application of the guidelines for materiality: (Para B of Part A of Schedule III to the Listing Regulations)**

- I. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- II. 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).
- III. Launching of any product/services, other than those related to Banking operation and is in normal course of business.
- IV. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

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- V. 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.
  - VI. 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.
  - VII. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
  - VIII. Litigation(s)/dispute(s)/regulatory action(s) with impact.
  - IX. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
  - X. Options to purchase securities including any ESOP/ESPS Scheme.
  - XI. Giving of guarantee or indemnity or becoming a surety for any third party, other than given on behalf of its constituents in normal course of banking business
  - XII. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**C Any other information / event having significant impact (Para C of Part A of Schedule III to the Listing Regulations):**

The Bank shall disclose:

- (i) any other event / information 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
- (ii) Any other information which is exclusively known to the Bank which may be necessary to enable the holders of securities of the Bank to appraise its position and to avoid the establishment of a false market in such securities.

**D Disclosure of divergence in the asset classification and provisioning by banks:**

Banks shall make disclosures of divergences and provisioning beyond specified threshold, as mentioned in aforesaid RBI notifications, as soon as reasonably possible and not later than 24 hours upon receipt of the Reserve Bank's Final Risk Assessment Report ('RAR'). The disclosures are to be made in either or both of the following cases:

- a) the additional provisioning for NPAs assessed by RBI exceeds 10 per cent of the reported profit before provisions and contingencies for the reference period, and
- b) the additional gross NPAs identified by RBI exceed 15 per cent of the published incremental Gross NPAs for the reference period.

The format in which such disclosures are to be made has also been prescribed in SEBI circular no. CIR/CFD/CMD1/120/2019 dated 31.10.2019

**E Any other event / information specified by SEBI (Para D of Part A of Schedule III to the Listing Regulations, 2015):**

Without prejudice to the generality of Clause A, B and C above, the Bank shall make disclosure of event / information as specified by SEBI from time to time.

**4.2 Criteria for determination of materiality:**

The Bank shall consider the following criteria for determination of materiality of events/ information for disclosure:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) 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;
- c) In case where the criteria specified in sub - clauses (a) and (b) are not applicable, an event/ information may be treated as being material if in the opinion of the Board of Directors of the Bank, the event / information is considered material.

**4.3 Timeline for disclosure:** The Bank shall disclose the material events as specified and within the time limit prescribed by SEBI from time to time.

**4.4** The Bank shall, with respect to disclosures referred to in Listing Regulations, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

**4.5** The Bank shall disclose all material events or information with respect to its material subsidiaries, if any, to the stock exchanges, where the shares of the Bank are listed.

**4.6** The Bank shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

**4.7** The Bank may on its own initiative also, confirm or deny any reported event or information to stock exchange(s).

**5. WEBSITE UPDATION:**

The Bank shall disclose on its website all such material events or information which has been disclosed to stock exchange(s) under the Listing Regulations and such disclosures shall be hosted on the website of the Bank for a minimum period of five years and thereafter as per the Archival Policy/practice of the Bank.

## **6. AUTHORITY FOR DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS /INFORMATION:**

In terms of Regulation 30(5) of the Listing Regulations the Board of Directors of the Bank authorized the Executive Director in charge of Board Secretariat Department, Chief Financial Officer and the Company Secretary to determine the materiality of an event or information and for the purpose of making disclosures to the Stock Exchanges.

## **7. IMPLEMENTATION OF POLICY**

All the Functional Department in Central Office of the Bank shall report relevant events or information, if any, time to time which may occur in their area of operation, to the Company Secretary immediately on happening of such events to enable determination of its materiality and for disclosure to the stock exchanges, if necessary.

In order to determine whether a particular event/information is material in nature, the Bank may consider the “quantitative” and/or “qualitative” criteria(s) mentioned below:

### **(a) Quantitative:**

- where the value involved or the impact exceeds 5% of the gross turnover or revenue or total income of the Bank as per the last audited financial statements or exceeds 20 % of the net worth of the Bank as per the last audited consolidated financial statements; (the lower of the two thresholds shall be taken as the trigger);

### **(b) Qualitative:**

- omission of which is likely to :
  - result in a discontinuity of information already available publicly; or
  - result in significant market reaction if the said omission came to light at a later date; or
  - Which in the opinion of the Board of Directors is considered to be material i.e. significance to the operation or performance of the Bank.

In circumstances where the “quantitative” test may not be applicable, the “qualitative”, test may be applied to determine the materiality.

## **8. Amendments to the Policy:**

The Key Managerial Personnel are authorised under this Policy to review the Policy from the perspective of the Listing Regulations and determine the events/information for disclosure as may be amended by SEBI from time to time. All such amendments will be informed to the Board and the approval of the Board will be sought to align the policy in line with the Listing Regulations.



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- 9. Disclosure of Information having bearing on Performance / Operation of Listed Entity and/or Price Sensitive Information:** Non-Convertible Debt Securities & Non-Convertible Redeemable Preference Shares as per Regulation 51(2) of Listing Regulations and specified in Part B of Schedule III has been mentioned in Annexure-I of this Policy.

Further, in terms of SEBI circular no. CIR/CFD/ CMD/4/2015 dated September 09, 2015, the details that need to be provided while disclosing events given in Para A and Para B of Schedule III of the Listing Regulation have been disclosed vide Annexure-II of this Policy and will be complied with, to the extent applicable to the Bank. Guidance on when an event/information has occurred has been disclosed vide Annexure- III.

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**Annexure – I**

**PART B: DISCLOSURE OF INFORMATION HAVING BEARING ON PERFORMANCE/OPERATION OF LISTED ENTITY AND/OR PRICE SENSITIVE INFORMATION: NON-CONVERTIBLE DEBT SECURITIES & NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES [Regulation 51 (2) of Listing Regulations]**

The listed entity shall promptly inform to the stock exchange(s) of all information which shall have bearing on performance/operation of the listed entity or is price sensitive or shall affect payment of interest or dividend of non-convertible preference shares or redemption of non-convertible debt securities or redeemable preference shares including:

- 1) expected default in timely payment of interests/preference dividend or redemption or repayment amount or both in respect of the non-convertible debt securities and non-convertible redeemable preference shares and also default in creation of security for debentures as soon as the same becomes apparent;
- 2) any attachment or prohibitory orders restraining the listed entity from transferring non-convertible debt securities or non-convertible redeemable preference shares from the account of the registered holders along -with the particulars of the numbers of securities so affected , the names of the registered holders and their demat account details;
- 3) any action which shall result in the redemption, conversion, cancellation, retirement in whole or in part of any non -convertible debt securities or reduction, redemption, cancellation, retirement in whole or in part of any non -convertible redeemable preference shares;
- 4) any action that shall affect adversely payment of interest on non-convertible debt securities or payment of dividend on non-convertible redeemable preference shares including default by issuer to pay interest on non-convertible debt securities or redemption amount and failure to create a charge on the assets;
- 5) any change in the form or nature of any of its non-convertible debt securities or non-convertible redeemable preference shares that are listed on the stock exchange(s) or in the rights or privileges of the holders thereof and make an application for listing of the securities as changed, if the stock exchange(s) so require;
- 6) any changes in the general character or nature of business/activities, disruption of operation due to natural calamity, and commencement of commercial production/commercial operations;
- 7) any events such as strikes and lock outs. which have a bearing on the interest payment/dividend payment/principal repayment capacity;
- 8) details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non-payment of principal on the due dates or any other matter concerning the security, listed entity and/or the assets along with its comments thereon, if any;

- 9) delay/ default in payment of interest or dividend/principal amount/redemption for a period of more than three months from the due date;
- 10) failure to create charge on the assets within the stipulated time period;
- 11) Any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the listed entity with any investor( s)/ lender(s).  
Explanation.- For the purpose of this sub-para, 'default' shall mean Non-payment of interest or principal amount in full on the pre-agreed date and shall be recognized at the first instance of delay in servicing of any interest or principal on debt.
- 12) any major change in composition of its board of directors, which may amount to change in control as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 13) any revision in the rating;
- 14) the following approvals by board of directors in their meeting: -
  - a. the decision to pass any interest payment;
  - b. short particulars of any increase of capital whether by issue of bonus securities through capitalization, or by way of right securities to be offered to the debenture holders, or in any other way;
- 15) all the information, report, notices, call letters, circulars, proceedings, etc., concerning non-convertible redeemable preference shares or non-convertible debt securities;
- 16) any other change that shall affect the rights and obligations of the holders of non-convertible debt securities/non-convertible redeemable preference shares, any other information not in the public domain necessary to enable the holders of the listed securities to clarify its position and to avoid the creation of a false market in such listed securities or any other information having bearing on the operation/performance of the listed entity as well as price sensitive information.

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## Annexure II

### **Details to be disclosed to Stock Exchanges**

#### **A. 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 Listing 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 “arms 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 disclose shall have the same meaning as defined in explanation of sub-para (1) of Para (A) of Part (A) of Schedule III of Listing 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 “arms 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 “arms 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;

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- (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 order s;
- 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 “arms 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;

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- 5.9. in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange( s):
- name of parties to the agreement;
  - nature of the agreement;
  - date of execution of the agreement;
  - 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:**
- nature of fraud/default/arrest;
  - estimated impact on the listed entity;
  - time of occurrence;
  - person( s) involved;
  - estimated amount involved (if any);
  - 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:**
- actual amount involved in the fraud /default ( if any);
  - actual impact of such fraud /default on the listed entity and its financials; and
  - 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:**
- reason for change viz. appointment, resignation, removal, death or otherwise;
  - date of appointment/cessation (as applicable) & term of appointment;
  - brief profile (in case of appointment);
  - disclosure of relationships between directors (in case of appointment of a director).
8. **Appointment or discontinuation of share transfer agent:**
- reason for appointment or discontinuation;
  - Date on which above would become effective.
9. **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:**
- date of notice/ call letters/ resolutions etc.;
  - Brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.

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

- 10.1 date of the meeting;
- 10.2 brief details of items deliberated and results thereof;
- 10.3 Manner of approval proposed for certain items (e - voting etc.).

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

**12. 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 need to disclose for events on which the listed entity may apply materiality in terms of Para B of Part A of Schedule III of the Listing Regulations, 2015.**

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

The listed entity shall notify the stock exchange(s) regarding the commencement of commercial operations of any unit/division. In cases where the listed entity has made prior intimation of date of commencement of 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 “arms 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 “arms 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 “arms 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 “arms 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, 2014 (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 “arms 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.

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**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 license/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.

### ANNEXURE- III

#### **Guidance on when an event/information has occurred:**

1. The listed entity may be confronted with the question as to when an event/information can be said to have occurred.
2. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc, the answer to the above question would depend upon the timing when the listed entity became aware of the event/information.
  - 2.1. In the former, the events/information can be said to have occurred up on receipt of approval of Board of Directors e.g. further issue of capital by rights issuance and in certain events/ information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder.

- 2.2. In the latter, the events/information can be said to have occurred when a listed entity becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

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