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

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2025-26

INVESTOR RELATION CELL



# INDIAN OVERSEAS BANK

Investor Relations Cell  
Central Office

## INDEX

SL. NO.	CONTENTS	PAGE NO.
1.	Policy Overview	2
2.	Policy Objective	2
3.	Scope and Applicability	2
4.	Definitions	3
5.	Authority for Determination of Materiality of Event and / or Information	5
6.	Criteria for Determination of Materiality of Event and/or Information	5
7.	Disclosure of Events/Information to Stock Exchanges	6
8.	Disclosure of Fine or Penalty	7
9.	Other Disclosure of Events/Information	8
10.	Timeline for Disclosure	9
11.	Disclosure of Divergence in the Asset Classification and Provisioning by the Bank	11
12.	Guidance on when an event/information can be said to have occurred for disclosures	12
13.	Website Updation	13
14.	Policy Review	13
15.	Operational Instructions	13
16.	Validity of the Policy	14
17.	References	14
18.	Annexures	15



# Indian Overseas Bank

Investor Relations Cell  
Central Office

## **“IOB POLICY ON DETERMINATION OF MATERIALITY AND DISCLOSURE OF EVENTS / INFORMATION”**

### **1. Policy Overview**

Indian Overseas Bank, being listed entity, is required to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and the guidelines issued by the Securities and Exchange Board of India (“SEBI”) from time to time.

Sub-Regulation 4 (ii) of Regulation 30 of the LODR Regulations requires that a listed entity shall frame a policy for determination of materiality for disclosure of Events/Information to stock exchanges, based on criteria specified in Sub Regulation 4 (i) of Regulation 30 of the LODR Regulations, duly approved by its Board of Directors.

Accordingly, **“IOB Policy on Determination of Materiality and Disclosure of Events / Information”** hereinafter referred to as **“Policy”** has been formulated on 12.12.2015 to fulfill the said requirement.

### **2. Policy Objective**

- This Policy outlines the basis for determining ‘Materiality of an Event/ Information’, for making disclosures under Regulation 30 of the LODR Regulations.
- The objective of the Policy is to facilitate timely dissemination of an event/information which are ‘deemed material’ or considered as ‘material’ based on determination of materiality of an event/information for making disclosures under Regulation 30 of LODR Regulations.
- Further, the Policy also covers the disclosures required to be made under Regulation 51 of LODR Regulations with respect to the non-convertible securities issued by the Bank having bearing on the performance/operation of the Bank and/or price sensitive information.

### **3. Scope and Applicability**

The policy is applicable to all such events that fall under the criteria

enumerated under Regulation 30 and 51 of the LODR Regulations read with Part A and B of Schedule III and Circulars / Guidelines issued from time to time by SEBI in this regard.

This Policy is to be read along with Bank's Code of conduct for Prohibition of Insider Trading. SEBI (LODR) Regulations shall prevail wherever the Policy is silent and not in inconsistent with the Banking Companies (Acquisition & Transfer of Undertakings) Act 1970 or any other enactments specifically applicable to Bank.

The Board of Directors, on recommendations by Audit Committee is empowered to review and amend the policy from time to time.

#### 4. Definitions

<b>Board</b>	"Board" means Board of Directors of the Bank constituted in terms of Section 9 (3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 / 1980.
<b>Designated Securities</b>	"Designated Securities" means specified securities, non-convertible debt securities, non-convertible redeemable preference shares, perpetual debt instrument, perpetual non-cumulative preference shares, Indian Depository Receipts, securities debt instruments, security receipts, units issued by mutual funds and any other securities as may be specified by the Board.
<b>Key Managerial Personnel</b>	<b>"Key Managerial Personnel" in terms of Materiality &amp; Disclosure of Events /Information means, key managerial personnel as defined in sub-section(51) of section 2 of Companies Act.</b>
<b>Senior Management</b>	"senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

<b>Schedule</b>	"Schedule" means Schedule III annexed to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Specified Securities</b>	"Specified Securities" means equity shares and convertible securities as defined under clause (eee) of sub-regulation (1) of Regulation 2 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
<b>Material events</b>	Material events are those that are specified in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Mainstream Media</b>	<p>"Mainstream media" shall include print or electronic mode of the following:</p> <ul style="list-style-type: none"> <li>i. Newspapers registered with the Registrar of Newspapers for India.</li> <li>ii. News channels permitted by Ministry of Information and Broadcasting under Government of India.</li> <li>iii. 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</li> <li>iv. 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.</li> </ul>
<b>Listed Entity</b>	"Listed Entity" means an entity which has listed, on a recognised stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognised stock exchange(s) and hence shall denote the Bank, i.e. Indian Overseas Bank, which is formed under The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and is under the purview of The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970).

**Non-convertible Debt Securities**

“Non-convertible Debt Securities means ‘debt securities’ as defined under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

**Non-convertible Redeemable Preference Shares, perpetual debt instrument / innovative perpetual debt instrument and perpetual non-cumulative preference shares**

“‘non-convertible redeemable preference shares’, ‘non-convertible securities’, ‘perpetual debt instrument’ and ‘perpetual non-cumulative preference share’ shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.”

**5. Authority for Determination Of Materiality of Event and / or Information**

In terms of Regulation 30(5) of SEBI (LODR) Regulations, **the Chief Financial Officer (CFO) being one of the Key Management Personnel (KMP)** shall be authorized to determine the materiality of an event/information based on the criteria as stipulated at Para 6 of this Policy in line with LODR Regulations and advising for disclosure to the Stock Exchanges through Company Secretary/Compliance officer.

**6. Criteria for Determination of Materiality of Event and / or Information**

Our Bank’s General Managers/HODs shall report important events, if any, which may occur in their area of operation, to CFO 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 or information is material in nature, the Bank may consider the ‘quantitative’ and/or ‘qualitative criteria(s)’ mentioned below:

**Qualitative**

- 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 or

**Quantitative**

- c) the omission of an event or information, whose value, or the expected impact in terms of value, exceeds the lower of the following:

- (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
- (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
- (3) 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 listed entity.

d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the Bank within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023.

Note : Guidance on the criteria for determination of materiality of event is made part of this policy as Annexure I in line with SEBI Circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13.07.2023

## 7. Disclosure of Events/Information to Stock Exchange

The LODR specifies events/information that need to be disclosed by Listed Entities to the Stock exchanges are broadly divided in two categories:

### • PART A OF SCHEDULE III OF LODR REGULATIONS: SPECIFIED SECURITIES

**Para A** : Events/ specified in Para A of Part A of Schedule III of LODR Regulations **which are deemed to be Material Events** and which shall be disclosed **without any application of the guidelines for materiality**. (List of Para A events enclosed as **Annexure II** along with timeline for disclosure)

**Para B** : Events/ specified in Para B of Part A of Schedule III of LODR Regulations which **shall be disclosed upon application of the guidelines for materiality**. (List of Para B events enclosed as **Annexure III** along with timeline for disclosure)

**Para C** : 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. The timeline of disclosure is twenty-four hours from the occurrence of event.

**Para D :** Without prejudice to the generality of para (A), (B) and (C) above, the Bank may make disclosures of event / information as specified by the SEBI from time to time.

- **PART B OF SCHEDULE III OF LODR REGULATIONS: NON-CONVERTIBLE SECURITIES**

All information which shall have bearing on performance/operation of the Bank or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities including Disclosures as specified in Part B of Schedule III of LODR Regulations. (List of Part B events enclosed as **Annexure IV**)

- **PART C: DISCLOSURES OF MATERIAL EVENTS OR INFORMATION: INDIAN DEPOSITORY RECEIPTS**

Not applicable since the Bank (Listed Entity) has not issued any Indian Depository Receipts.

- **PART D: DISCLOSURE OF INFORMATION HAVING BEARING ON PERFORMANCE/ OPERATION OF LISTED ENTITY AND/OR PRICE SENSITIVE INFORMATION: SECURITISED DEBT INSTRUMENT**

Not applicable since the Bank (Listed Entity) has not issued any Securitised Debt Instrument.

- **PART E: DISCLOSURE OF EVENTS OR INFORMATION TO STOCK EXCHANGES: SECURITY RECEIPTS**

Not applicable since the Bank (Listed Entity) has not issued any Security Receipts.

## **8. Disclosure of Fine or Penalty**

- **Immediate Disclosure:** (within 24 hours from the occurrence of event)
  - Any fine or penalty of **₹1 lakh or more** imposed by a sectoral regulator or enforcement agency, and
- Any fine or penalty of **₹10 lakhs or more** imposed by any other authority or judicial body shall be disclosed within twenty-four hours.

- **Quarterly Disclosure:** (within 30 days from the end of the quarter)

➤ Fines or penalties that do not meet the monetary thresholds specified above shall be disclosed on a quarterly basis, in the format as may be prescribed.

## 9. Other Disclosures of Event/Information

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

The top 100 listed entities With effect from 01.06.2024 and thereafter the top 250 listed entities, with effect from 01.12.2024 shall confirm, deny or clarify, upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumors of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement :

if the listed entity confirms the reported event or information, it shall also provide the current stage of such event or information. [Reg.30(11) of LODR Regulations].

Explanation: The applicability of the provisions of these regulations to a listed entity on the basis of market capitalization shall be determined as follows:

Every recognized stock exchange shall, at the end of the calendar year i.e., 31st December, prepare a list of entities that have listed their specified securities ranking such entities on the basis of their average market capitalization from 1st July to 31st December of that calendar year.

When the listed entity confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the Board or the stock exchanges are applicable, then the effect on the price of the equity shares of the listed entity due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the Board.

- The promoter, director, key managerial personnel or senior management of

a listed entity shall provide adequate, accurate and timely response to queries raised or explanation sought by the listed entity in order to ensure compliance with the requirements under sub-regulation 11 of this regulation and the listed entity shall disseminate the response received from such individual(s) promptly to the stock exchanges.

- In case an event or information is required to be disclosed by the listed entity in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority. [Reg.30(13) of LODR Regulations].
- In case where an event occurs or information is available with the Bank, which has not been covered in the Policy, but which may have material effect on it, the Bank shall make adequate disclosures in regard thereof.
- The Bank shall, with respect to disclosures referred to in LODR regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- The Bank shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.
- 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.

## 10. Timeline for Disclosure

Regulation 30(6) of the LODR Regulations specifies that the listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the LODR Regulations as soon as reasonably possible and in any case not later than the following:

- 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 [Point 4 of Para A event of Schedule III of LODR Regulations].

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being

held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.”

**ii. twelve hours** from the occurrence of the event or information, in case the event or information is emanating from within the Bank.

**iii. twenty-four hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Bank.

Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.

**Appropriate systems should be implemented by the listed entity for prompt internal reporting of events and training sessions at regular intervals may be conducted by listed entities in order to ensure awareness within the system of the requirement under Regulation 30 of the LODR Regulations. The timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin once an officer of the listed entity has become aware of the occurrence of an event / information, through credible and verifiable channels of communication. For the purpose of this paragraph, the term ‘officer’ shall have the same meaning ascribed to it under section 2(59) of the Companies Act, 2013.**

**It shall be a defence for non-compliance with the timelines prescribed if there is any reasonable delay on account of (i) a force majeure event, (ii) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.), or (iii) information / event relating to subsidiary, director, key managerial personnel, senior management or promoter (where listed entity is not directly involved), etc. In such events, explanation for the delay should be provided along with the disclosure of the event / information.**

Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the LODR Regulations shall be made within such timelines.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13.07.2023 specified the event wise timeline and the same has been made part of this policy by including it as an Annexure of this policy.

## 11. Disclosure of Divergences in the Asset Classification and Provisioning by the Bank

RBI vide its notification no. RBI/DOR/2021-22/83 DOR.ACC.REC.No.45/21.04.018/2021-22 dated 30.08.2021 (Last updated on 03.07.2025) has made disclosure requirement by the banks where divergences from prudential norms on income recognition, asset classification and provisioning exceed certain thresholds in their Annual report.

SEBI vide their circular dated SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 brought these disclosures under Regulation 30 of SEBI LODR of material events / information and hence, necessitate immediate disclosure, as this information is price sensitive, requiring prompt disclosure. The listed 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'), rather than waiting to publish them as part of annual financial statements published immediately following communication of such divergence by RBI to the bank.

Banks should disclose divergences, if either or both of the following conditions are satisfied:

- (a) *the additional provisioning for NPAs assessed by RBI as part of its supervisory process exceeds 5 per cent of the reported profit before provisions and contingencies for the reference period, and*
- (b) *the additional Gross NPAs identified by RBI as part of its supervisory process exceed 5 per cent of the reported incremental Gross NPAs for the reference period.*

If any of the parameter (a) and / or (b) triggers, the information to be reported to the Stock Exchanges.

RBI has formulated matrix for Divergence in Asset Classification and Provisioning for NPAs which is as follows:

S No.	Particulars	Amount in Crores
1.	Gross NPAs as on March 31, 20XX as reported by the bank	
2.	Gross NPAs as on March 31, 20XX as assessed by RBI	
3.	Divergence in Gross NPAs (2-1)	
4.	Net NPAs as on March 31, 20XX as reported by the bank	
5.	Net NPAs as on March 31, 20XX as assessed by RBI	
6.	Divergence in Net NPAs (5-4)	

7.	Provisions for NPAs as on March 31,20XX as reported by the bank	
8.	Provisions for NPAs as on March 31, 20XX as assessed by RBI	
9.	Divergence in provisioning (8-7)	
10.	Reported Profit before Provisions and Contingencies for the year ended March 31,20XX	
11.	Reported Net Profit after Tax (PAT) for the year ended March 31, 20XX	
12.	Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 20XX after considering the divergence in provisioning	

## **12. Guidance on When an Event / Information can be said to have occurred for Disclosures under Regulation 30 of the LODR Regulations**

The Bank may be confronted with the question as to when an event/information can be said to have occurred for making disclosures under regulation 30 read with Schedule III of the LODR Regulations.

- 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.

In the former, the events/information can be said to have occurred upon 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's approval.

In case in-principle approval or approval to explore (which is not final approval) is given by the Board of Directors, the same shall not require disclosure under regulation 30 of the LODR Regulations.

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.

Here, the term 'officer' shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

Notwithstanding the above, listed entities shall confirm, deny or clarify any reported event or information in the mainstream media in terms of regulation 30(11) of the LODR Regulations.

### **13. Website Updation**

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

### **14. Policy Review**

If any change is subsequently approved to this policy, consequent upon any change in regulatory guidelines / operating instructions etc., such changes with the approvals of the designated authority shall be deemed to be a part of the policy till the policy is comprehensively reviewed.

### **15. Operational Instructions**

It shall be the responsibility of Regional Manager/ General Manager/ Department head/ Vertical Head/ Country Head/Second- in-line to timely provide the details of information/event, if any, pertaining to their respective functional areas **which is deemed material event** in terms of this Policy to the Chief Financial Officer for onward reporting to the Stock Exchanges through Company Secretary.

Further, in case of an information/event in respect **of which materiality is required to be determined in accordance with this Policy**, Regional Manager/ General Manager/ Department head/ Vertical Head/ Country Head/ Second-in-line shall timely communicate the same to the CFO to determine the materiality of an event/information and for disclosure to the stock exchanges, if necessary.

Thereafter, Group of GMs Viz., GM (BSMD), GM(RMD), GM(Inspection) to analyses the impact.

CFO / Company Secretary/Compliance Officer of Investor Relations Cell are thereafter responsible for reporting the event to Stock Exchanges.

It is to be ensured that timelines for reporting to Stock Exchanges as detailed above be strictly adhered.

Company Secretary of the Bank/ Compliance Officer of Investor Relations Cell are responsible for ensuring the process flow.

## 16. Validity of the policy

This Policy is valid for three years from the date of the policy. The Policy is subject to annual review. Any changes suggested by SEBI / RBI / Other regulatory authorities during the currency of the said Policy, will automatically form part of the Policy.

## 17. References

- SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 (amended upto 01.05.2025)
- SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024 titled "Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities".
- RBI Master Direction on Financial Statements - Presentation and Disclosures dated 30.08.2021 (Last updated on 03.07.2025).
- SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated 25.02.2025 regarding industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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**Determination of whether a particular event or information is material in nature:**

- The criteria for determination of materiality of events / information is specified in regulation 30(4) of the LODR Regulations. One of the criteria is that the omission 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 listed entity.
  - ii. **two percent of net worth**, as per the last audited consolidated financial statements of the listed entity, 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 listed entity.
- In respect to the above, it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.
- In the context of our Bank, based on the Audited Financial statement for the year ended 31.03.2025, the materiality for determination of events/information will be computed as hereunder:

(Rs. in Crores)

<b>Two percent of turnover, as per the last audited consolidated financial statements of the listed entity.</b>		
Total Income*	FY ended 31.03.2025 (Audited & Consolidated)	2% of Total Income i.e. of column (A)
	(A)	(B)
	33,689.62	<b>673.79</b>

\* Total Income of the Bank is construed and reckoned for the criteria of Turnover.

(Rs. in  
Crores)

<b>Two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.</b>		
Networth	FY ended 31.03.2024 (Audited & Consolidated)	2% of Total Networth i.e. of column (A)
	(A)	(B)
	22898.30	<b>457.97</b>

(Rs. in Crores)

**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 listed entity.**

Net Profit after Tax	FY ended 31.03.2023 (Audited) (Standalone)	FY ended 31.03.2024 (Audited) (Consolidated)	FY ended 31.03.2025 (Audited) (Consolidated)	Average of Last three Year NPAT [(A+B+C)/3]	5% of average of NPAT of last three years [5% of (D)]
	(A)	(B)	(C)	(D)	(E)
	2103.99	2665.66	3395.51	2721.72	<b>136.08</b>

If any omission of an event or information, whose value or the expected impact in terms of value, is likely to exceed the threshold of **Rs.136.08 crore for FY2025-26**, Bank must disclose such information/event to stock exchange.

However, in certain instances, all of the three parameters specified under Regulation 30(4)(i)(c) (viz, profit / net worth / turnover) may not be relevant to an event. Applying the principle of Reddendo Singula Singulis (referring each by each) to the materiality provisions of LODR Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually, and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Similarly, if there is any event/ information which has a capital cost involved, then the materiality of such event/ information can be identified by comparing the value of such event/ information with 2% of the consolidated net worth of the Company and if the value of event exceeds such threshold, then the event would be considered as material.

**Events/ specified in Para A of Part A of Schedule III of LODR Regulations which are deemed to be Material Events and which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):**

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:

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) consideration - whether cash consideration or share swap or any other form 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 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 "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. Demerger:**

- 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), 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:**

- 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) whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.
- h) 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. and
- 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. and
- 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. and
- f) period for which order would be applicable (if stated).

**The listed entity shall not be required to make disclosures in such situations where the restriction on transferability was a result of operation of any of the statutes or regulations applicable to the listed entity.**

**For instance, the RBI imposes restrictions on change in shareholding of NBFCs beyond 26% without approval of the RBI. Similarly, the Insurance and Regulatory Development Authority of India (IRDAI) has prescribed approval requirements if the holding crosses a certain limit. In such cases, the listed entity would not be required to make disclosures on the restriction on transferability.**

**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. New Rating(s) or 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.

The above requirement to disclose rating shall also be applicable to the following:

- a) Revision in rating even if it was not requested for by the listed entity or the request was later withdrawn by the listed entity.
- b) Revision in rating outlook even without revision in rating score.
- c) ESG ratings by registered ESG Rating Providers.

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

The listed entity shall disclose to the Exchange(s) the outcome of meetings of the board of directors held to consider the following:

4.1. Dividends 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 **including by way of issue of securities (excluding security receipts, securitized debt instruments or money market instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method.**

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.

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 control of the listed entity, or they are required to be disclosed in terms of any other provisions of these regulations:

- a) if the listed entity is a party to the agreement,
  - i. details of the counterparties (including name and relationship with the listed entity).
- b) if listed entity is not a party to the agreement,
  - i. name of the party entering into such an agreement and the relationship with the listed entity.
  - ii. details of the counterparties to the agreement (including name and relationship with the listed entity)
  - iii. date of entering into the agreement.
- c) purpose of entering into the agreement
- d) shareholding, if any, in the entity with whom the agreement is executed
- e) significant terms of the agreement (in brief)
- f) extent and the nature of impact on management or control of the listed entity
- g) details and quantification of the restriction or liability imposed upon the listed entity
- h) whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship
- i) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"
- j) in case of issuance of shares to the parties, details of issue price, class of shares issued.

k) 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.

l) in case of rescission, amendment or alteration, 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 and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).

v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).

**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 of the listed entity, whether occurred within India or abroad:

For the purpose of this sub-paragraph:

(i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1 – In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit, or drawing power, whichever is lower, for more than thirty days.

Explanation 2 – Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default by which has or may have an impact on the listed entity.

**Explanation 3 – Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the listed entity.**

**In instances where the fraud relates to the listed company, the timelines**

**stipulated in this Regulation for making disclosures to the stock exchanges would begin:**

**(i) once a prima facie assessment of fraud having occurred is completed, or (ii) upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier. Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.**

**In instances where the allegation of fraud does not involve the listed company or is not in relation to the affairs of such listed entity, but pertains to its promoter, director, key managerial personnel, senior management or subsidiary, the obligation of the listed company to make a disclosure shall trigger once an officer of that listed company has become aware of the occurrence of fraud, through credible and verifiable channels of communication in relation to the relevant parties.**

**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.), Senior Management, Auditor and Compliance Officer:

7.1. reason for change viz. appointment, re-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)

7A In case of resignation of the Auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entity to the stock exchanges as soon as possible but not later than 24 hours of receipt of such reasons from the auditor.

7B In case of resignation of Independent Director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:

(i) The letter of resignation along with detailed reasons for the resignation as given by the said director.

(ia) The names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of Board Committees, if any.

(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 listed entities to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii) above.

7C In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director. the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges within seven days from the date that such resignation comes into effect.

**In cases of key managerial personnel, senior management, compliance officer and non-independent directors of a listed entity, the phrase “resignation comes into effect” as used in Para A(7C) shall mean the last date of the concerned person in the listed entity, and the timelines for disclosure as per 7C shall be calculated accordingly.**

**For instance, if Ms. X is a key managerial personnel in a listed entity, who submits her resignation letter on January 1, 2024, the management of the**

**listed entity accepts the resignation on January 31, 2024 and her last date in the listed entity is February 28, 2024, the listed entity will be required to make the disclosure of her resignation on or prior to February 29, 2024 (i.e. within 24 hours of such resignation coming into effect) as per 7C. The listed entity would also be required to provide the copy of her resignation letter dated January 1, 2024 on or prior to March 6, 2024 (i.e. within seven days from the date that such resignation comes into effect), along with detailed reasons for the resignation.**

**When disclosing a copy of the resignation letter of the key managerial personnel, senior management, compliance officer or director, other than an independent director, to stock exchanges, the listed entity may redact portions from such resignation letter, other than the detailed reasons for resignation.**

7D In case the Managing Director or Chief Executive Officer 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).

**8.** Appointment or discontinuation of share transfer agent:

8.1. reason for appointment or discontinuation, containing name of the appointed or discontinued share transfer agent.

8.2. date on which above would become effective.

**9.** Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:

(i) Decision to initiate resolution of loans/borrowings.

(ii) Signing of Inter-Creditors Agreement (ICA) by lenders.

(iii) Finalization of Resolution Plan.

(iv) Implementation of Resolution Plan.

(v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.

**10.** One-time Settlement of the Listed Entity, with a Bank (OTS)

10.1. reasons for opting for OTS.

10.2. brief summary of the OTS.

**11.** Winding-up petition filed by any party / creditors w.r.t. the Listed Entity.

11.1. reasons for such a petition.

11.2. impact of such 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/ circulars 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 extra-ordinary 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.)

**A listed entity shall disclose voting results of annual and extraordinary general meetings within two working days of conclusion of its general meeting as per the timelines provided in Regulation 44(3) of the LODR Regulations. However, certain specific details, such as, date of meeting and brief details of items deliberated, should be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations.**

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

**15. (a) (i) Schedule of analysts or institutional investors meet at least two working days in advance excluding the date of the intimation and the date of the meet.**

**(ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.**

**Explanation I : For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.**

**Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the listed entity.**

**(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:**

**(i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier.**

**(ii) the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls.**

**(iii) the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.**

**For analysts or institutional investors meet which are scheduled by the listed entities at short notice for urgent matters, the requirement of providing at least two working days' notice in advance may be dispensed with. In such a case, the schedule of meetings should simultaneously be submitted to the stock exchanges along with the explanation for the short notice. Further, the meeting shall not be preceded or succeeded by any one-to-one meetings.**

**16.** The following events in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code:

(a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default.

(b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default

(c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable.

(d) Public announcement made pursuant to order passed by the Tribunal under Section 13 of Insolvency Code

(e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

(f) Appointment/ Replacement of the Resolution Professional

(g) Prior or post-facto intimation of the meetings of Committee of Creditors

(h) Brief particulars of invitation of resolution plans under Section 25(2)(h) of Insolvency Code in the Form specified under Regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

(i) Number of resolution plans received by Resolution Professional

(j) Filing of resolution plan with the Tribunal

- (k) Approval of resolution plan by the Tribunal or rejection, if applicable
- (l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
  - (i) Pre and Post net-worth of the company.
  - (ii) Details of assets of the company post CIRP.
  - (iii) Details of securities continuing to be imposed on the companies' assets
  - (iv) Other material liabilities imposed on the company.
  - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities.
  - (vi) Details of funds infused in the company. creditors paid off.
  - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.
  - (viii) Impact on the investor – revised P/E, RONW ratios etc.,
  - (ix) Names of the new promoters, key managerial personnel, if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control.
  - (x) Brief description of business strategy.
- (m) Any other material information not involving commercial secrets.
- (n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS.
- (o) Quarterly disclosure of the status of achieving the MPS.
- (p) The details as to the delisting plans, if any approved in the resolution plan.

**17. Initiation of Forensic audit:**

In case of initiation of forensic audit (by whatever name called) on the Listed Entity, the following disclosures shall be made to the stock exchanges by the listed entity:

- (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.

**Explanation – For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the listed entity.**

- 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.

Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

**In case of any premature announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, while making the requisite disclosure under this provision, the listed entity shall be required to issue necessary clarification in respect to such announcement/ communication.**

- 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.

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

i. name of the authority.

- ii. nature and details of the action(s) taken, initiated or order(s) passed.
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority.
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed.
- v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

**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.

along with the following details pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority.
- ii. nature and details of the action(s) taken, initiated or order(s) passed.
- iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority.
- iv. details of the violation(s)/contravention(s) committed or alleged to be committed.
- v. impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

**Explanation – Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:**

**(i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within**

**twenty-four hours.**

**(ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified**

**Listed entity while considering whether a matter involving directors, key managerial personnel, senior management, promoter or subsidiary requires disclosure can restrict themselves to disclosing such matters which are “in relation to the listed entity” and have an impact on operations, financial position or reputation of the listed entity.**

**Listed entities, while disclosing material information which is disclosable under Regulation 30 with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication (furnished in the prescribed format as set out in (Annexure VI) shall constitute sufficient compliance under Regulation 30(13).**

**To the extent the listed entities make disclosures of all relevant information as per the prescribed format under this requirement, they shall not be required to provide a copy of the communication from regulatory, statutory, enforcement or judicial authority.**

**Action taken or order passed by the sector regulator / enforcement authority of the listed entity would be required to be disclosed, if such action or order, where quantifiable, exceeds the threshold specified by SEBI. The listed entity may refer to Annexure B of Industry Standard Note on Regulation 30 as specified in SEBI circular dated 25.05.2025 for identifying its sector regulator / enforcement authority. Listed entities may also include other sector regulator/ enforcement authorities depending on their business, in their materiality policy.**

**Action taken or Order Passed by all other Regulators/ statutory/ enforcement/ judicial/quasi-judicial authority / Authorities (Other than the sector regulators) would be required to be disclosed only if such action or order, where quantifiable, exceeds the threshold specified by SEBI.**

**Listed entities while evaluating the expected impact (and subsequently, the disclosure requirement) of pending litigation / dispute / order / action initiated or taken may also consider whether the same is confidential in nature under any applicable law and/or requirement / direction of any regulatory, statutory, judicial or quasi-judicial authority, or any tribunal.**

**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.**

**Events/ specified in Para B of Part A of Schedule III of LODR Regulations which are deemed to be Material Events and which shall be disclosed upon application of the guidelines for materiality:**

1. Commencement or any postponement in the date of commencement of commercial operations or service 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 operations, the listed entity shall be required to disclose details in case of postponement of the date of commencement.

2. Any of the following events pertaining to the Listed Entity:

- 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) 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 / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis.
- 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 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.** Pendency of any litigation (s) or dispute (s) or the outcome thereof which may have an impact on the listed entity: 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. In case the amount involved in ongoing litigations or disputes with an opposing party become material on a cumulative basis, then the same shall also be required to be disclosed to the stock exchange(s).

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.

**For litigations or disputes having similar question of law and/or factual matrix such that there is a likelihood of similar outcome of proceedings, the listed entity should disclose such matters, if the aggregate / cumulative amount involved in all such matters cross the materiality threshold. The requirement of aggregation / cumulation will not be applicable only on the account of (i) the opposite party being the same person in more than one matter, or (ii) the litigation involving listed entity and its subsidiaries. It is clarified that the likelihood of similar outcome of proceedings, shall refer to a negative outcome for the listed entity in one proceeding which may lead to similar negative outcomes in the other matters.**

**For instance, in case of tax matters, the tax authorities may initiate different proceedings against a listed entity for different financial years or in different states, around the same set of facts and legal issues. If it is expected that if one proceeding is held against the entity on merit or law, then the others will also be held against the listed entity, then all such matters should be cumulated. However, matters involving the tax authorities (as common opposite party) with different facts and outcome of which are not inter-related, should not be cumulated. Similarly, matters initiated by or against the listed entity and its subsidiary against or by a common opposite party, with different facts and outcome of which are not inter-related, should not be cumulated.**

**Disclosure of Show Cause Notice:**

**On receipt of a show cause notice from any regulatory, statutory, enforcement authority would require disclosure upon application of the guidelines for**

**materiality, as specified in Annexure I**

**9.** Frauds/ defaults by employees of the listed entity which has or may have an impact on 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.

The listed entities may consider the definition of 'fraud' and 'default' as provided Para A (6) of Part A of Schedule III for the purposes of this provision.

**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.** 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.

**12. Giving guarantees or indemnity or becoming a surety (by whatever name called) 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.

The above details for giving of guarantees or indemnity or becoming a surety, by whatever name called, including comfort letter, side letter, etc., shall also be required to be disclosed in case the amount involved in terms of outstanding guarantees, indemnity or surety for a third party become material on a cumulative basis.

**Listed entities may exclude indemnity/guarantee/surety, by whatever name called, provided for their wholly owned subsidiaries which are consolidated in their financials from the scope of third-party indemnity/ guarantee/ surety. However, listed entities would be required to disclose such indemnity/ guarantee/ surety pertaining to their wholly owned subsidiary, if the concerned entity ceases to be a wholly owned subsidiary of the listed entity.**

**The disclosure requirement shall not extend to contractual performance guarantees given by listed entities, involved in business activities where such performance guarantees are required to be furnished in the normal course of business. However, disclosure should be made upon invocation of such performance guarantees.**

**Additionally, guarantees, indemnity or surety bonds given by listed banking companies and surety insurance provided insurance companies**

**in the normal course of their business, will not trigger a disclosure requirement. However, disclosure would be required upon invocation of such guarantees, indemnity or surety bonds.**

**Further, all material indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary would be required to be disclosed by the listed entity in cases where such indemnity/ guarantee/ surety is invoked.**

**13.** Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

a) name of the authority.

b) details of fines, penalties, dues, etc. including amount.

c) due date of payment.

d) reasons for delay or default in payment.

e) impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

In addition to the above, details of payment including date of payment and amount paid shall be disclosed upon payment of the fines, penalties, dues, etc.

**Notes:**

- **Disclosure of an event under Para B of Part A of Schedule III would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, listed entities may disclose details of indemnity and insurance claims which could mitigate the expected impact, if any, in respect of such event to provide more context while making the disclosure.**

**PART B: DISCLOSURE OF INFORMATION HAVING BEARING ON PERFORMANCE / OPERATION OF LISTED ENTITY AND/ OR PRICE SENSITIVE INFORMATION WITH RESPECT TO COMPANIES WHICH HAS LISTED ITS NON-CONVERTIBLE SECURITIES**

The listed entity shall promptly inform 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 or redemption payment of non-convertible securities including:

1. expected default in the timely payment of interest, dividend or redemption payment or both in respect of the non-convertible securities and also default in the creation of security for non-convertible debt securities as soon as the same becomes apparent.
2. any attachment or prohibitory orders restraining the listed entity from transferring non-convertible securities 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, reduction, cancellation, retirement in whole or in part of any non-convertible securities.
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 securities 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 (earthquake, flood, fire etc.)
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).
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 debt security holders, or in any other way.
15. all information, report, notices, call letters, circulars, proceedings, etc. concerning non-convertible debt securities.
16. The listed entity shall disclose the outcome of meetings of the board of directors to the Exchange(s), within thirty minutes of the closure of the meeting, held to consider the following:
  - (a) the decision with respect to fund raising proposed to be undertaken by way of non-convertible securities.
  - (b) financial results

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.
17. **Fraud or defaults, in terms of paragraph 6 of clause A of Part-A of Schedule III, 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 of the listed entity, whether occurred within India or abroad.**
18. change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

19. in case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
20. resolution plan/ restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
- (i) Decision to initiate resolution of loans/borrowings.
  - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders.
  - (iii) Finalization of Resolution Plan.
  - (iv) Implementation of Resolution Plan.
  - (v) Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.
21. One-time settlement with a bank.
22. Winding-up petition filed by any party / creditors.
23. Proceedings of Annual and extraordinary general meetings of the listed entity.
24. 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 the 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 the amount of default or rejection or withdrawal, as applicable.
  - d) Public announcement made pursuant to the order passed by the Tribunal under section 13 of The Insolvency and Bankruptcy Code 2016.
  - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the Insolvency and Bankruptcy Board of India (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 The Insolvency and Bankruptcy Code, 2016 in the Form specified under regulation 36A (5) of the Insolvency and Bankruptcy Board of India (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 and Bankruptcy Code 2016., not involving commercial secrets, including details such as:
  - (i) Pre and Post net-worth of the company.
  - (ii) Details of assets of the company post CIRP.
  - (iii) Details of securities continuing to be imposed on the Bank's' assets.
  - (iv) Other material liabilities imposed on the Bank.
  - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities.
  - (vi) Details of funds infused in the Bank; 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 Profits Earning (P / E Ratio), Return on Net worth (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.

25.intimation related to any change in terms of issue or redemption or exercising of call/ put options.

26.intimation related to any change in covenants or breach of covenants under the terms of non-convertible debentures and/or non-convertible redeemable preference shares.

27.intimation related to forfeiture of unclaimed interest or dividend or principal

amount.

28.intimation related to any change in the debenture trustee or Credit Rating Agency or Registrar and Share Transfer Agent.

29.intimation of comfort/guarantee or any credit enhancement provided by the listed entity to a third party.

30.any other information/change that:

(a) shall affect the rights and obligations of the holders of the non-convertible securities. and

(b) is not in the public domain but necessary to enable the holders of the non-convertible securities to comprehend the true position and to avoid the creation of a false market in such listed securities.

**ANNEXURE V**

<b>TIMELINE FOR DISCLOSURE OF EVENTS SPECIFIED IN SCHEDULE III OF THE LODR REGULATIONS</b>		
<b>Para/Sub-Para</b>	<b>Events</b>	<b>Timeline for disclosure</b>
<b>A</b>	<b>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	Within 12 hours * (for agreements where listed entity is a party)  Within 24 hours (For agreements where listed entity is not a party).

	required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or 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)
7.5	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.
7.6	Resignation of independent director including reasons for resignation.	Timeline as specified
7.7	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.
7.8	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 process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
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	Within 24 hours

	(g) sanctions imposed (h) warning or caution or (i) any other similar action(s) by whatever name called.	
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.</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.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
12.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours*

13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *
C.	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
D.	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. i.e., Within 24 hours

\*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.

## FORM A

**Disclosure by Indian Overseas Bank regarding receipt of communication from regulatory, statutory, enforcement or judicial authority under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

*[Regulation 30(13) – Disclosure of communication from regulatory, statutory, enforcement or judicial authority]*

S.No	Particulars	Details
1	Name of the listed entity	
2	Type of communication received	
3	Date of receipt of communication	
4	Authority from whom communication received	
5	Brief summary of the material contents of the communication received, including reasons for receipt of the communication	
6	Period for which communication would be applicable, if stated	
7	Expected financial implications on the listed entity, if any	
8	Details of any aberrations/non-compliances identified by the authority in the communication	
9	Details of any penalty or restriction or Sanction imposed pursuant to the communication	
10	Action(s) taken by listed company with respect to the communication	
11	Any other relevant information	

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## Industry Standards Note on Regulation 30 of the LODR Regulations

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### Purpose of this Industry Standards Note

This Industry Standards Note has been published to:

- Facilitate uniform approach and assist listed entities in complying with their obligations in respect of disclosures under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and circulars issued thereunder (referred to below as the “**Continuous Disclosure Requirements**”)<sup>1</sup>; and
- Set out standard operating procedures for compliance with the Continuous Disclosure Requirements.

This Industry Standards Note has been prepared in consultation with SEBI. Any addition/ modification/ alteration to this Industry Standards Note shall be made only in consultation with SEBI. This Industry Standards Note is available on the websites of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). Further, the same is hosted on the websites of the Federation of Indian Chambers of Commerce and Industry (FICCI) accessible at <https://ficci.in/>, the Associated Chambers of Commerce & Industry of India (ASSOCHAM), accessible at <https://www.assocham.org/>, and the Confederation of Indian Industry (CII), accessible at <https://www.cii.in/>.

The listed entities shall follow this Industry Standards Note to ensure compliance with the Continuous Disclosure Requirements.

### Main Aspects covered:

1. Applicability of numerical thresholds to certain companies for Para A(1) of Part A of Schedule III
2. Interpretation of “value or the expected impact in terms of value” under Regulation 30(4)(i)(c).
3. Interpretation of “last audited consolidated financial statements” under Regulation 30(4)(i)(c).
4. Interpretation of “significant market reaction” under Regulation 30(4)(i)(b).
5. Materiality for disclosure under Para A(20) of Part A of Schedule III.
6. Disclosure relating to other persons under Para A(19) and (20) of Part A of Schedule III.

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<sup>1</sup> Excluding Regulation 30(11) of the LODR Regulations.

7. Interpretation of “cumulative basis” (as referred in Master circular dated November 11, 2024<sup>2</sup> read with circular dated December 31, 2024<sup>3</sup> issued by SEBI) for disclosure of pending litigations or disputes under Regulation 30(4) read with Para B(8) of Part A of Schedule III.
8. Disclosure of show cause notices under (i) Para A(20) of Part A of the Schedule III, and (ii) Para B(8) of Part A of Schedule III.
9. Disclosure of confidential litigation / dispute / order / action initiated or taken under (i) Para A(19) and (20) of Part A of the Schedule III, and (ii) Para B(8) of Part A of Schedule III.
10. Compliance of timelines for disclosure under Regulation 30(6).
11. Disclosure of events or information which emanate from a decision taken in a meeting of board of directors under Regulation 30(6) read with Master circular dated November 11, 2024 read with circular dated December 31, 2024 issued by SEBI.
12. Disclosure of communication from regulatory, statutory, enforcement or judicial authority under Regulation 30(13).
13. Disclosure of fraud or default under Regulation 30 read with Para A(6) of Part A of Schedule III.
14. Disclosure for resignation key managerial personnel, senior management, etc under Para A(7C) of Part A of Schedule III.
15. Disclosure of winding up petition under Regulation 30 read with Para A(11) of Part A of Schedule III.
16. Disclosure of frauds or defaults by employees of the listed entity under Regulation 30(4) read with Para B(9) of Part A of Schedule III.
17. Disclosure of guarantees and indemnity under Regulation 30(4) read with Para B(11) of Part A of Schedule III.
18. Disclosure of announcement/ communication through social media intermediaries or mainstream media under Regulation 30(4) read with Para A(18) of Part A of Schedule III.
19. Disclosure of schedule of analysts or institutional investors meet at least two working days in advance under Para A(15(a)) of Part A of Schedule III.
20. Disclosure of proceedings of AGMs and EGMs of the listed entity under Para A(13) of Part A of Schedule III.
21. Intimation of forfeiture/restriction on transferability under Para A(2) of Part A of Schedule III.

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<sup>2</sup> Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities (SEBI/HO/CFD/PoD2/CIR/P/0155)

<sup>3</sup> Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities (SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185)

## **Industry Standards for Compliance**

### **1. Applicability of numerical thresholds to certain companies for Para A(1) of Part A of Schedule III**

1.1. For insurance companies and non-banking financial companies (“NBFC(s)”), including, core investment companies, registered with the Reserve Bank of India (“RBI”), the stipulation in Explanation (1)(ii)(c) to Para A(1) of Part A of Schedule III, should be understood as follows:

1.1.1. In case of acquisitions of listed (or to be listed) equity, convertible or debt securities of another entity, a disclosure of an acquisition would be required to be made only if the cost of acquisition or the price at which the listed (or to be listed) equity, convertible or debt securities are acquired exceeds the threshold specified in Regulation 30(4)(i)(c)(2), i.e., two percent of net worth, as per the last audited consolidated financial statements of the investor entity. In such instances, the materiality thresholds specified in Regulation 30(4)(i)(c)(1) and Regulation 30(4)(i)(c)(3) would not be applicable.

1.1.2. For any other type of acquisition, each of the prescribed materiality thresholds under Regulation 30(4)(i)(c) would continue to apply to assess whether a disclosure of the acquisition is triggered.

### **2. Interpretation of “value or the expected impact in terms of value” under Regulation 30(4)(i)(c)**

2.1. In computing the “expected impact in terms of value” of an event/information, a listed entity should, where applicable, consider the expected impact in the four ensuing quarters (including the quarter in which the event occurs if the event occurs in the first 60 days of the quarter). Illustration in this regard are provided below:

2.1.1. If an event has occurred on May 29, 2023, which is a date in the first 60 days of the quarter, then the computation of the four ensuing quarters for the purposes of assessing the expected impact of the event would include the ongoing quarter beginning April 1, 2023. Accordingly, the period of assessment would be the four quarters beginning April 1, 2023, till March 31, 2024.

2.1.2. However, if an event has occurred on June 1, 2023, which is date not in the first 60 days of the quarter, then the computation of four ensuing quarters for the purposes of assessing the expected impact of the event would not include the ongoing quarter. Accordingly, the period of assessment would then be from July 1, 2023 till June 30, 2024.

2.2. Disclosure / non-disclosure would typically be in compliance with the regulatory requirements if while undertaking the assessment of the “value” and “expected impact in terms of value”, the listed entity places reliance on the principles for measurement set out under the applicable accounting standards (such as the PPR test formulated basis the principles for measurement set out under Ind AS 37), so as to ensure consistency between the disclosures made to the stock exchanges, and the disclosures made in the financial statements. For instance, if the outcome for a matter (above the materiality threshold) falls within probable or possible category then it may be disclosed, however, if it falls within remote category then disclosure may not be required under Para B(8) of Part A of Schedule III.

- 2.3. Disclosure of an event under Para B of Part A of Schedule III would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, listed entities may disclose details of indemnity and insurance claims which could mitigate the expected impact, if any, in respect of such event to provide more context while making the disclosure.
- 2.4. In certain instances, all of the three parameters specified under Regulation 30(4)(i)(c) (viz., profit / net worth / turnover) may not be relevant to an event. As such, while assessing whether an event exceeds the materiality thresholds, listed entities should refer to **Annexure A** for guidance on which of the relevant and appropriate parameter ought to be considered for determination of materiality for different types of events under Para B of Part A of Schedule III.
- 3. Interpretation of “last audited consolidated financial statements” under Regulation 30(4)(i)(c)**
- 3.1. The reference to last audited consolidated financial statements in this Regulation shall mean the annual audited consolidated financial statements of the listed entity.
- 4. Interpretation of “significant market reaction” under Regulation 30(4)(i)(b)**
- 4.1. Significant market reaction may differ from company to company. Significant market reaction may be assessed against scrip price, as per the parameters specified by the stock exchange(s).
- 5. Materiality for disclosure under Para A(20) of Part A of Schedule III**
- 5.1. For disclosure of imposition of fine or penalty under Para A(20) of Part A of Schedule III:
- 5.1.1. **Action taken or Order Passed by Sector Regulator / Enforcement Authority:** Action taken or order passed by the sector regulator / enforcement authority of the listed entity would be required to be disclosed, if such action or order, where quantifiable, exceeds the threshold specified by SEBI. The listed entity may refer to **Annexure B** for identifying its sector regulator / enforcement authority. Listed entities may also include other sector regulator/ enforcement authorities depending on their business, in their materiality policy.
- 5.1.2. **Action taken or Order Passed by all other Regulators / Authorities (Other than Regulators under paragraph 5.1.1 above):** Action taken or order passed by a regulatory/statutory/enforcement/judicial/quasi-judicial authority would be required to be disclosed only if such action or order, where quantifiable, exceeds the threshold specified by SEBI.
- 5.2. Further, imposition of fine or penalty below the quantifiable thresholds mentioned in paragraphs 5.1.1 and 5.1.2 above, should be disclosed by the listed entity on a quarterly basis.

**6. Disclosure relating to other persons under Para A(19) and (20) of Part A of Schedule III**

- 6.1. Listed entity while considering whether a matter involving directors, key managerial personnel, senior management, promoter or subsidiary requires disclosure can restrict themselves to disclosing such matters which are “in relation to the listed entity” and have an impact on operations, financial position or reputation of the listed entity.

**7. Interpretation of ‘cumulative basis’ (as referred in Master circular dated November 11, 2024 read with circular dated December 31, 2024 issued by SEBI) for disclosure of pending litigations or disputes under Regulation 30(4) read with Para B(8) of Part A of Schedule III**

- 7.1. For litigations or disputes having similar question of law and/or factual matrix such that there is a likelihood of similar outcome of proceedings, the listed entity should disclose such matters, if the aggregate / cumulative amount involved in all such matters cross the materiality threshold. The requirement of aggregation / cumulation will not be applicable only on the account of (i) the opposite party being the same person in more than one matter, or (ii) the litigation involving listed entity and its subsidiaries. It is clarified that the likelihood of similar outcome of proceedings, shall refer to a negative outcome for the listed entity in one proceeding which may lead to similar negative outcomes in the other matters.

- 7.2. For instance, in case of tax matters, the tax authorities may initiate different proceedings against a listed entity for different financial years or in different states, around the same set of facts and legal issues. If it is expected that if one proceeding is held against the entity on merit or law, then the others will also be held against the listed entity, then all such matters should be cumulated. However, matters involving the tax authorities (as common opposite party) with different facts and outcome of which are not inter-related, should not be cumulated. Similarly, matters initiated by or against the listed entity and its subsidiary against or by a common opposite party, with different facts and outcome of which are not inter-related, should not be cumulated.

**8. Disclosure of show cause notices under: (i) Para A(20) of Part A of the Schedule III and (ii) Para B(8) of Part A of Schedule III**

- 8.1. Receipt of a show cause notice would not trigger a disclosure requirement under Para A(20) of Part A of the Schedule III. However, receipt of a show cause notice from any regulatory, statutory, enforcement authority would come under Para B(8) of Part A of the Schedule III, and require disclosure upon application of the guidelines for materiality, as specified in Regulation 30(4).

**9. Disclosure of confidential litigation / dispute / order / action initiated or taken under (i) Para A(19) and (20) of Part A of the Schedule III, and (ii) Para B(8) of Part A of Schedule III**

- 9.1. Listed entities while evaluating the expected impact (and subsequently, the disclosure requirement) of pending litigation / dispute / order / action initiated or taken may also consider whether the same is confidential in nature under any applicable law and/or requirement / direction of any regulatory, statutory, judicial or quasi-judicial authority, or any tribunal.

**10. Compliance of timelines for disclosure under Regulation 30(6)**

10.1. Appropriate systems should be implemented by the listed entity for prompt internal reporting of events and training sessions at regular intervals may be conducted by listed entities in order to ensure awareness within the system of the requirement under Regulation 30 of the LODR Regulations. The timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin once an officer of the listed entity has become aware of the occurrence of an event / information, through credible and verifiable channels of communication. For the purpose of this paragraph 10, the term ‘officer’ shall have the same meaning ascribed to it under section 2(59) of the Companies Act, 2013.

10.2. It shall be a defence for non-compliance with the timelines prescribed if there is any reasonable delay on account of (i) a force majeure event, (ii) time taken for completion of prima facie assessment of materiality for certain relevant events (such as orders, fraud, winding-up petitions, action initiated, claims made against listed entity, etc.), or (iii) information / event relating to subsidiary, director, key managerial personnel, senior management or promoter (where listed entity is not directly involved), etc. In such events, explanation for the delay should be provided along with the disclosure of the event / information.

**11. Disclosure of events or information which emanate from a decision taken in a meeting of board of directors under Regulation 30(6) read with Master circular dated November 11, 2024 read with circular dated December 31, 2024 issued by SEBI**

11.1. The timelines specified for disclosure of events or information which emanate from a decision taken in a meeting of board of directors, shall be applicable for making the disclosure in portable document format (.pdf). The listed entities may make the disclosure in eXtensible Business Reporting Language (XBRL) format within 24 hours from the conclusion of the meeting of the board of directors.

**12. Disclosure of communication from regulatory, statutory, enforcement or judicial authority under Regulation 30(13)**

12.1. The listed entities, while disclosing material information which is disclosable under Regulation 30 with respect to such communication, shall not be required to disclose confidential and sensitive information, including proprietary information. A summary of key elements of such communication (furnished in the prescribed format as set out in **Annexure C**) shall constitute sufficient compliance under Regulation 30(13).

12.2. To the extent the listed entities make disclosures of all relevant information as per the prescribed format under this requirement, they shall not be required to provide a copy of the communication from regulatory, statutory, enforcement or judicial authority.

**13. Disclosure of fraud or default under Regulation 30 read with Para A(6) of Part A of Schedule III**

13.1. In instances where the fraud relates to the listed company, the timelines stipulated in this Regulation for making disclosures to the stock exchanges would begin: (i) once a prima facie assessment of fraud having occurred is completed, or (ii) upon the expiry of 4 weeks from the time when the listed company becomes aware of the alleged fraud, whichever is earlier. Further, the listed entities will be required to make final disclosure once the investigation is fully concluded.

- 13.2. In instances where the allegation of fraud does not involve the listed company or is not in relation to the affairs of such listed entity, but pertains to its promoter, director, key managerial personnel, senior management or subsidiary, the obligation of the listed company to make a disclosure shall trigger once an officer of that listed company has become aware of the occurrence of fraud, through credible and verifiable channels of communication in relation to the relevant parties.
- 14. Disclosure for resignation of key managerial personnel, senior management, etc. under Para A(7C) of Part A of Schedule III**
- 14.1. In cases of key managerial personnel, senior management, compliance officer and non-independent directors of a listed entity, the phrase “resignation comes into effect” as used in Para A(7C) shall mean the last date of the concerned person in the listed entity, and the timelines for disclosure as per ParaA(7C) shall be calculated accordingly. For instance, *if Ms. X is a key managerial personnel in a listed entity, who submits her resignation letter on January 1, 2024, the management of the listed entity accepts the resignation on January 31, 2024 and her last date in the listed entity is February 28, 2024, the listed entity will be required to make the disclosure of her resignation on or prior to February 29, 2024 (i.e. within 24 hours of such resignation coming into effect) as per Para A(7C). The listed entity would also be required to provide the copy of her resignation letter dated January 1, 2024 on or prior to March 6, 2024 (i.e. within seven days from the date that such resignation comes into effect), along with detailed reasons for the resignation.*
- 14.2. When disclosing a copy of the resignation letter of the key managerial personnel, senior management, compliance officer or director, other than an independent director, to stock exchanges, the listed entity may redact portions from such resignation letter, other than the detailed reasons for resignation.
- 15. Disclosure of winding up petition under Regulation 30 read with Para A(11) of Part A of Schedule III**
- 15.1. Listed entities while considering whether a winding up petition requires disclosure can restrict themselves to disclosing those winding up petitions validly filed by eligible parties under Sections 271 and 272 of the Companies Act, 2013 (once such matter is admitted by NCLT).
- 16. Disclosure of frauds or defaults by employees of the listed entity under Regulation 30(4) read with Para B(9) of Part A of Schedule III**
- 16.1. The listed entities may consider the definition of ‘fraud’ and ‘default’ as provided Para A (6) of Part A of Schedule III for the purposes of this provision.
- 16.2. For the purposes of timing and stage of disclosure, please refer to paragraph 13 above.
- 17. Disclosure of guarantees and indemnity under Regulation 30(4) read with Para B(11) of Part A of Schedule III**
- 17.1. Listed entities may exclude indemnity/guarantee/surety, by whatever name called, provided for their wholly-owned subsidiaries which are consolidated in their financials from the scope of third-party indemnity/ guarantee/ surety. However, listed entities would be required to disclose such indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary, if the concerned entity ceases to be a wholly owned subsidiary of the listed entity.

- 17.2. The disclosure requirement shall not extend to contractual performance guarantees given by listed entities, involved in business activities where such performance guarantees are required to be furnished in the normal course of business. However, disclosure should be made upon invocation of such performance guarantees.
- 17.3. Additionally, guarantees, indemnity or surety bonds given by listed banking companies and surety insurance provided insurance companies in the normal course of their business, will not trigger a disclosure requirement. However, disclosure would be required upon invocation of such guarantees, indemnity or surety bonds.
- 17.4. Further, all material indemnity/ guarantee/ surety pertaining to their wholly-owned subsidiary would be required to be disclosed by the listed entity in cases where such indemnity/ guarantee/ surety is invoked.
- 18. Disclosure of announcement/ communication through social media intermediaries or mainstream media under Regulation 30(4) read with Para A(18) of Part A of Schedule III**
- 18.1. In case of any premature announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, while making the requisite disclosure under this provision, the listed entity shall be required to issue necessary clarification in respect to such announcement / communication.
- 19. Disclosure of schedule of analysts or institutional investors meet at least two working days in advance under Para A(15(a)) of Part A of Schedule III**
- 19.1. For analysts or institutional investors meet which are scheduled by the listed entities at short notice for urgent matters, the requirement of providing at least two working days' notice in advance may be dispensed with. In such a case, the schedule of meetings should simultaneously be submitted to the stock exchanges along with the explanation for the short notice. Further, the meeting shall not be preceded or succeeded by any one-to-one meetings.
- 20. Disclosure of proceedings of AGMs and EGMs of the listed entity under Para A(13) of Part A of Schedule III**
- 20.1. A listed entity shall disclose voting results of annual and extraordinary general meetings as per the timelines provided in Regulation 44(3) of the LODR Regulations. However, certain specific details, such as, date of meeting and brief details of items deliberated, should be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations.
- 21. Intimation of forfeiture/restriction on transferability under Para A(2) of Part A of Schedule III**
- 21.1. The listed entity shall not be required to make disclosures in such situations where the restriction on transferability was a result of operation of any of the statutes or regulations applicable to the listed entity. For instance, the RBI imposes restrictions on change in shareholding of NBFCs beyond 26% without approval of the RBI. Similarly, the Insurance and Regulatory Development Authority of India (IRDAI) has prescribed approval requirements if the holding crosses a certain limit. In such cases, the listed entity would not be required to make disclosures on the restriction on transferability.

## Annexure A

### Guidance on appropriate parameter (profit / net-worth / turnover) to be considered for determination of materiality for different types of events under Para B of Part A of Schedule III of LODR Regulations

As per regulation 30(4)(i)(c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('LODR Regulations'),

(i) *The listed entity shall consider the following criteria for determination of materiality of events/ information:*

(c) *the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:*

- (1) *two percent of turnover, as per the last audited consolidated financial statements of the listed entity;*
- (2) *two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;*
- (3) *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 listed entity.*

Thus, it is understood that any event/ information shall be considered as material for the Company if the value of such transaction or the expected impact of such event/ information in terms of value is lower of the turnover or net worth or profits after tax as calculated under the above stated provisions.

However, in certain instances, all of the three parameters specified under Regulation 30(4)(i)(c) (viz, profit / net worth / turnover) may not be relevant to an event. Applying the principle of *Reddendo Singula Singulis* to the materiality provisions of LODR Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Similarly, if there is any event/ information which has a capital cost involved, then the materiality of such event/ information can be identified by comparing the value of such event/ information with 2% of the consolidated net worth of the Company and if the value of event exceeds such threshold, then the event would be considered as material.

**Based on the above, an analysis as to which of the three parameters should be applied for events or information stated in Schedule III, Part A, Para B is suggested below for uniform approach by the listed entities:**

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
1	Commencement or any postponement in the date of commencement of commercial	Lower of the below:

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
	production or commercial operations of any unit/division.	<ul style="list-style-type: none"> <li>a. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>b. Expected impact on profit/ loss to 5% of average PAT</li> </ul>
2	Any of the following events pertaining to the listed entity:	
	(a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or	<p>Lower of the below:</p> <ul style="list-style-type: none"> <li>a. Capital invested or to be invested for such tie-up to 2% of consolidated net worth; or</li> <li>b. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>c. Expected impact on profit/ loss to 5% of average PAT</li> </ul>
	(b) adoption of new line(s) of business; or	<p>Lower of the below:</p> <ul style="list-style-type: none"> <li>a. Capital invested or to be invested for new line of business to 2% of consolidated net worth; or</li> <li>b. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>c. Expected impact on profit/ loss to 5% of average PAT</li> </ul>
	(c) closure of operations of any unit, division or subsidiary (in entirety or in piecemeal)	<p>Lower of the below:</p> <ul style="list-style-type: none"> <li>a. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>b. Expected impact on profit/ loss to 5% of average PAT</li> </ul>
3	Capacity addition or product launch.	<p><b>Capacity addition:</b></p> <p>Lower of the below:</p> <ul style="list-style-type: none"> <li>a. Capital invested or to be invested to 2% of consolidated net worth; or</li> <li>b. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>c. Expected impact on profit/ loss to 5% of average PAT</li> </ul> <p><b>Product launch:</b></p> <p>Lower of the below:</p> <ul style="list-style-type: none"> <li>a. Capital invested or to be invested for product launch to 2% of consolidated net worth; or</li> <li>b. Expected impact on turnover to 2% of consolidated turnover; or</li> <li>c. Expected impact on profit/ loss to 5% of average PAT</li> </ul>

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
4	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business	Lower of the below: a. Expected capital expenditure to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
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	Lower of the below, as may be applicable: a. Expected impact on balance sheet (increase in liability in terms of amount of loan) to 2% of consolidated net worth; or b. Expected impact on turnover to 2% of consolidated turnover; or c. Expected impact on profit/ loss to 5% of average PAT
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.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
8	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
9	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
10	Options to purchase securities including any ESOP/ESPS Scheme	Lower of the below: a. Expected increase in capital to 2% of consolidated net worth; or b. Expected impact on profit/ loss to 5% of average PAT

S. No.	Para B Events	Comparable with individual threshold limit (Numerator to Denominator)
11	Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party	Lower of the below: a. Expected impact on balance sheet (increase in liability in terms of amount of guarantee, indemnity, surety, etc.) to 2% of consolidated net worth; or b. Expected impact on profit/ loss in case the guarantee / indemnity / surety is invoked to 5% of average PAT
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Lower of the below: a. Expected impact on turnover to 2% of consolidated turnover; or b. Expected impact on profit/ loss to 5% of average PAT
13	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	Threshold to be linked with Para A(20) - imposition of penalty.

**Notes:**

1. The above comparison of numerator to denominator for each event shall be applied basis on the assessment available with the Company, whether internal or external including any press release, transaction documents, insurance, board presentation, management review, etc., for determining such expected impact on turnover, capital expenditure, profits, etc. Refer Para 2.1 of the Note for explanation on computing “expected impact in terms of value”.
2. Consolidated turnover, net worth and profit/loss shall be as per the last audited consolidated financial statements of the listed entity and the average PAT shall be average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.

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## Annexure B

### Part I - List of sector regulators in India

S. No.	Industry/Sector	Regulator(s)
1.	Chemicals and petrochemicals	Ministry of Chemicals and Fertilizers
2.	Fertilizers and agrochemicals	Ministry of Chemicals and Fertilizers
3.	Cement and cement products	-
4.	Other construction materials	-
5.	Ferrous metals	-
6.	Non-ferrous metals	-
7.	Diversified metals	-
8.	Minerals and mining	Directorate General Of Mines Safety
9.	Metals and minerals trading	-
10.	Paper, forest and jute products	-
11.	Automobiles	-
12.	Auto components	-
13.	Consumer durables	-
14.	Textiles and apparels	-
15.	Media	Ministry of Information and Broadcasting
16.	Entertainment	Telecom Regulatory Authority of India, Department of Telecommunications
17.	Printing and publication	Ministry of Information and Broadcasting
18.	Realty	Real Estate Regulatory Authority
19.	Leisure services	-
20.	Other consumer services	-
21.	Retailing	-
22.	Gas	Petroleum and Natural Gas Regulatory Board
23.	Oil	Petroleum and Natural Gas Regulatory Board
24.	Petroleum products	Petroleum and Natural Gas Regulatory Board
25.	Consumable fuels	Petroleum and Natural Gas Regulatory Board
26.	Agricultural food and other products	-
27.	Beverages	-
28.	Cigarettes and tobacco products	-
29.	Personal products	-
30.	Household products	-
31.	Diversified FMCG	Food Safety and Standards Authority of India (FSSAI), Food and Drug Administration (FDA)
32.	Banks/ NBFCs	Reserve Bank of India, Banking Ombudsman, Securities and Exchange Board of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund

S. No.	Industry/Sector	Regulator(s)
		Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
33.	Capital markets	Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity).
34.	Insurance	Insurance Regulatory and Development Authority of India, Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
35.	Financial technology (fintech)	Reserve Bank of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Securities and Exchange Board of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity), Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity)
36.	Pharmaceuticals and biotechnology	National Pharmaceutical Pricing Authority (NPPA)
37.	Healthcare equipment and supplies	Central Drugs Standard Control Organisation
38.	Healthcare services	National Medical Commission
39.	Construction	-
40.	Aerospace and defense	Directorate General of Civil Aviation (DGCA)
41.	Agricultural, commercial and construction vehicles	-
42.	Electrical equipment	-
43.	Industrial manufacturing	-
44.	Industrial products	-
45.	IT – software/ services/ hardware	-
46.	Engineering services	-
47.	Transport services	-
48.	Transport infrastructure	-
49.	Commercial services & supplies	-
50.	Public services	-
51.	Telecom – services	Telecom Regulatory Authority of India, Department of Telecommunications
52.	Telecom – equipment & accessories	Telecom Regulatory Authority of India , Department of Telecommunications
53.	Power	Central/State Electricity Regulatory Commissions

S. No.	Industry/Sector	Regulator(s)
54.	Other utilities • Water supply & management • Waste management • Emergency services • Multi utilities • Other utilities	-
55.	Diversified	-

### Part II – List of Enforcement Authorities

- Enforcement Directorate and Central Bureau of Investigation.

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**Annexure C**

*[On the letterhead of the listed entity]*

Date: [●]

To

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400 001

Maharashtra, India

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G

Bandra Kurla Complex

Bandra (E), Mumbai 400 051

Maharashtra

Dear Sir / Madam,

Re: [●]

In respect of the captioned matter, I/ (we) the undersigned, state and declare that the information and details provided in **Form A**, in compliance with Regulation 30(13) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is true, correct and complete to the best of my/ (our) knowledge and belief.

Thanking you,

Yours faithfully,

**Name and Signature:**

**Date and Place:**

**Designation:**

**Email ID:**

**Form A**

**Disclosure by [Name of listed company] regarding receipt of communication from regulatory, statutory, enforcement or judicial authority under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

*[Regulation 30(13) – Disclosure of communication from regulatory, statutory, enforcement or judicial authority]*

Sr. No.	Particulars	Details
1.	Name of the listed company	
2.	Type of communication received	
3.	Date of receipt of communication	
4.	Authority from whom communication received	
5.	Brief summary of the material contents of the communication received, including reasons for receipt of the communication	
6.	Period for which communication would be applicable, if stated	
7.	Expected financial implications on the listed company, if any	
8.	Details of any aberrations/non-compliances identified by the authority in the communication	
9.	Details of any penalty or restriction or sanction imposed pursuant to the communication	
10.	Action(s) taken by listed company with respect to the communication	
11.	Any other relevant information	

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