

AU Small Finance Bank Limited

Policy for determination of Materiality of
Events / Information

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POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

1. Scope and Purpose

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“**Listing Regulations**”), AU Small Finance Bank Limited (hereinafter referred to as “**Bank / Listed entity**”) has formulated this policy (“**Policy**”) for determination of materiality of certain events/information and which in the opinion of the Board are material for appropriate disclosures as required thereunder and the scope of the same is given hereunder:

- a. Events/information in **Schedule A** and **Schedule B** and other information as detailed under clause 2 of this policy are required to be disclosed to the Stock Exchanges as per the timeline prescribed under the respective schedule.
- b. Events/information listed in Schedule A are required to be disclosed without applying criteria for determining materiality, as set out in Regulation 30(4) of the Listing Regulations, and materiality is required to be determined for disclosure of events/information as listed in Schedule B.
- c. As per the requirements of Regulation 51 of the Listing Regulations, listed entity who has issued or is issuing non-convertible debt securities and /or non-convertible redeemable preference shares shall make disclosures as specified in Schedule C to the Stock Exchanges promptly, as soon as practically possible and without any delay.

In terms of Regulation 30 (4) (ii) of the Listing Regulations, the Board of Directors of the Bank, has formulated and adopted **Policy for Determination of Materiality of Events/Information** and it is also uploaded on the website of the Bank.

Accordingly, this Policy for Determination of Materiality of Events/information, which has been reviewed and approved by the Board of Directors of the Bank, in terms of the Listing Regulations, shall be deemed to have come into effect immediately and shall be applicable and binding on the Bank.

While assessing the disclosure requirement under this Policy, the Bank shall refer the Industry Standards Note issued by SEBI from time to time.

2. Disclosure of Events/Information

The Listing Regulations have not only provided for the manner in which details of events/information relating to the affairs of a listed entity is required to be disclosed to the Stock Exchanges, but also the nature thereof and the time within which it must be disclosed.

The events that are required to be disclosed to the Stock Exchanges have been broadly divided into two categories:

I. For Equity Shares:

- i. Events or information which, in the opinion of the Board of Directors of the Bank, are considered as material and therefore shall be mandatorily disclosed by the Bank to the Stock Exchanges;

- ii. Events listed in Schedule A, shall be mandatorily disclosed by the Bank to the Stock Exchanges without applying any test of materiality;
- iii. Events/information listed in Schedule B, if considered material shall be disclosed by the Bank to the Stock Exchanges, subject to application of the criteria to determine, whether such event is material or not as detailed in point 4.
- iv. Where an event occurs or is available with the Bank, which does not form part of Schedule A or Schedule B but is likely to have a material impact on the Bank, the Bank shall endeavor to make adequate disclosures in this regard.
- v. Information / event relating to any major development which is likely to affect the business of the Bank and any other information which is exclusively known to the Bank, which may be necessary to enable the security holders of the Bank, to appraise its position and to avoid establishment of false market in such securities shall be mandatorily disclosed by the Bank to the Stock Exchanges within 24 hours.
- vi. In case an event or information is required to be disclosed by the Bank under this policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Bank shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority. Refer Schedule F for details to be provided to stock exchange under this clause.
- vii. Such other information as may be specified by SEBI, from time to time.

II. For Non- Convertible Securities:

- i. Events/information listed in Schedule C, are deemed to be material events/information and shall be disclosed by the Bank to the Stock Exchanges
- ii. Events/Information having bearing on the performance/ operations of the Bank, price sensitive information, or any action that could affect payment of interest or dividend or redemption of Non-Convertible Debentures or any other convertible instruments issued by the Bank, from time to time shall be mandatorily disclosed by the Bank to the Stock Exchanges promptly, as soon as practically possible and without any delay.

3. Timeline for disclosure of Events/Information:

I. For Equity Shares:

The Bank shall first disclose to the stock exchange(s) all events or information as per the timeline prescribed by SEBI, from time to time. The timelines stipulated for making disclosures to the stock exchanges would begin once an officer of the Bank has become aware of the occurrence of an event / information, through credible and verifiable channels of communication. Here, the term 'officer' shall have the same meaning ascribed to it under section 2(59) of the Companies Act, 2013.

In case the disclosure is made after the timelines specified under Listing Regulations, the Bank shall, along with such disclosure provide the explanation for the delay.

II. For Non- Convertible Securities:

The Bank shall promptly inform the stock exchange(s) i.e. as soon as reasonably possible but not later than twenty-four hours from the date of occurrence of the event or receipt of information of Events/information listed in Schedule C and all information having bearing on the performance/operation of the Bank price sensitive information or any action that shall affect payment of interest or dividend or redemption of non-convertible securities.

In case the disclosure is made after twenty-four hours of the date of occurrence of the event or receipt of information, the Bank shall, along with such disclosures provide an explanation for the delay.

4. Key principles in determining materiality of an event/information

The Bank shall consider the following criteria for determination of materiality of an event or information:

Qualitative Criteria:

- a) Where the omission of an event or information, is likely to result in discontinuity or alteration of the event or information already available publicly; or
- b) Where 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
- c) An event / information may be treated as being material, if in the opinion of Board of Directors of the Bank, the event / information is deemed fit to be considered as material, for onward disclosure to the Stock Exchanges.

Quantitative Criteria:

An event or information shall be considered material where the omission of an event or information, whose value or the expected impact in terms of value¹, exceeds the lower of the following:

- 1) 2% of turnover, as per the last annual audited consolidated financial statements of the Bank;
- 2) 2% of net worth, as per the last annual audited consolidated financial statements of the Bank, except in case the arithmetic value of the net worth is negative;
- 3) 5% of the average of absolute value of profit or loss after tax, as per the last three annual audited consolidated financial statements of the Bank;

In certain instances, all the aforesaid three parameters may not be relevant to an event. As such, while assessing whether an event exceeds the materiality thresholds, accordingly, Schedule B shall be referred for guidance on the relevant and appropriate parameter ought to be considered for determination of materiality for different types of events mentioned therein.

¹Interpretation of value or the expected impact in terms of value:

- i. In computing the “expected impact in terms of value” of an event/information, the Bank shall, 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).

- ii. 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 Bank places reliance on the principles for measurement set out under the applicable accounting standards, 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.
- iii. Disclosure of an event under Schedule B would be required to be made if the gross amount involved in such event exceeds the materiality threshold. However, the Bank 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.

5. Authority to determine materiality of any event / information

The Managing Director & CEO or the Executive Director(s) or the Chief Financial Officer or the Company Secretary & Compliance Officer (“**KMPs**”) of the Bank has been authorised by the Board to determine whether or not an event/ information is material as per this policy and the Listing Regulations. The above mentioned KMPs are also authorized for the purpose of disclosing it to the Stock Exchange(s), in terms of this Policy.

Under the system, the Departmental Heads of the Bank who are responsible for the relevant areas of the Bank’s operations are required to report to the authorized KMPs of the Bank about any event or information specified in Schedule A and Schedule B, or any other significant events/information in relation to the Bank.

Contact details of the authorized KMPs will be published on the website of the Bank www.aubank.in.

6. Other provisions relating to disclosures

- i. The Bank shall with respect to disclosure made under this policy, make disclosures about any update of any material development on a regular basis to the Stock Exchanges, till such time the event is resolved/closed, with relevant explanations.
- ii. The Bank shall disclose on its website all such events/ information and host the same for a minimum period of 5 years, after which, the said information will be archived as per the Website Archival Policy of the Bank.
- iii. In case of any amendments to the disclosures already made by the Bank or those uploaded on the website, the Bank shall disclose/ upload the amended content in terms of this Policy.
- iv. The Bank shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information.
- v. Rumour verification: As per Regulation 30(11) of the Listing Regulations, in case of Material Price Movement in the equity shares, the Bank shall confirm, deny or clarify:
 - any reported event or information in the mainstream media
 - which is not general in nature and
 - which indicates that rumour of an impending specific event or information is circulating amongst the investing public.

The confirmation/denial/clarification shall be submitted as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement.

If the Bank confirms the reported event or information, it shall also provide the current stage of such event or information.

7. Occurrence of Event/Information

Occurrence of disclosure of Events/Information would be considered as follows:

I. Event/information which is in the stage of discussion, negotiation or approval

The events/information shall be considered to be 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 as per applicable guidelines.

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 Listing Regulations.

II. Event/information where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions etc.

The events/information can be said to have occurred when the Bank becomes aware of the events/information, or as soon as, an officer of the Bank 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 Bank.

8. Review of the Policy

The Board of Directors of the Bank shall review and amend this Policy annually, pursuant to any amendment to the Listing Regulations or as and when deemed appropriate.

9. Policy Amendment Authority

Key owners responsible for Policy amendments

Policy Owners	Role
Company Secretary	Responsible for implementation of Policy. Responsible for ensuring the policy is reviewed annually

Schedule- A^
Events which shall be disclosed without any application of the guidelines for materiality and timeline for disclosure of such events

Para / sub- para	Events	Timeline for disclosure					
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. Explanation (1)- For the purpose of this sub-paragraph, the word 'acquisition' shall mean- (i) acquiring control, whether directly or indirectly; or (ii) acquiring or agreement to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that – (a) the listed entity holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company; or (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-paragraph and such change exceeds five per cent of the total shareholding or voting rights in the said company; or (c) the cost of acquisition or the price at which the shares are acquired exceeds the material threshold: “Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.” Explanation (2) - For the purpose of this sub-paragraph, “sale or disposal of subsidiary” and “sale of stake in associate company” shall include- (i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the listed entity; or (ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the material threshold. Explanation (3)- For the purpose of this sub-paragraph, “undertaking” and “substantially the whole of the undertaking” shall have the same meaning as given under section 180 of the Companies Act, 2013.	Within 12 hours * Acquisition of shares or voting rights by listed entity in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, shall be disclosed quarterly as part of Integrated Filing (Governance).					
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	<table><tr><th>Time of conclusion</th><th>Timeline for disclosure</th></tr><tr><td>after normal trading hours* but more than 3 hours before the next session</td><td>within 3 hours</td></tr></table>	Time of conclusion	Timeline for disclosure	after normal trading hours* but more than 3 hours before the next session	within 3 hours	
Time of conclusion	Timeline for disclosure						
after normal trading hours* but more than 3 hours before the next session	within 3 hours						

Para / sub- para	Events	Timeline for disclosure	
		any other case	within 30 mins
		*(9.15a.m.-3.30p.m.) In case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within 30 minutes or 3 hours, as applicable, from closure of such meeting for the day on which it has been considered.	
5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).	
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).	
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad:	Within 24 hours	
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours* (except in case of resignation); Within 24 hours (in case of resignation)	
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	As soon as possible but not later than 24 hours of receipt of such reasons from the auditor.	
7B.	Resignation of independent director including reasons for resignation.	Within 7 days from the date of resignation	
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Within 7 days from the date that such resignation comes into effect. Explanation: The phrase “resignation comes into effect” shall mean the last date of the concerned person in the Bank.	
7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner	Within 12 hours*	

Para / sub- para	Events	Timeline for disclosure
	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.	Within 12 hours*
9.	Resolution plan/ Restructuring in relation to loans/borrowing 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.	Schedule of analysts or institutional investors meet	At least 2 working days in advance (excluding the date of the intimation and the date of the meet) For analysts or institutional investors meet which are scheduled by the listed entity 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.
	Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls	Prior to beginning of such events
	Audio of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier
	Video recordings, if any, of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Within 48 hours from the conclusion of such calls
	Transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Within 5 working days of the conclusion of such calls
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 entity:	Within 12 hours* (if initiated 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	Within 24 hours (if initiated by external agency).

Para / sub- para	Events	Timeline for disclosure
	with comments of the management, if any.	
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 Listing 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; Explanation: While evaluating the expected impact (and subsequently, the disclosure requirement) of pending litigation / dispute / order / action initiated or taken it also consider that 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.	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called; Explanation 1 – 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.” Explanation 2: For the purpose of this clause, the following shall be considered as sector regulator or enforcement agency: (i) Reserve Bank of India (ii) Banking Ombudsman	Within 24 hours Imposition of fine or penalty which are lower than the monetary thresholds specified shall be disclosed quarterly as part of Integrated Filing (Governance).

Para / sub- para	Events	Timeline for disclosure
	(iii) Securities and Exchange Board of India (to the extent it acts as a licensing authority vis-à-vis the listed entity) (iv) Insurance Regulatory and Development Authority of India (to the extent it acts as a licensing authority vis-à-vis the listed entity) (v) Pension Fund Regulatory and Development Authority (to the extent it acts as a licensing authority vis-à-vis the listed entity) Explanation 3: Receipt of a show cause notice would not trigger a disclosure requirement under this clause. Explanation 4: While evaluating the expected impact (and subsequently, the disclosure requirement) of pending litigation / dispute / order / action initiated or taken, it 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.	Within 12 hours*

*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 or three hours from the closure of such meeting as against the timeline indicated in the table above.

Please refer Schedule D for details to be provided for Events/Information referred in Schedule A.

Schedule- B^
**Events which shall be disclosed upon application of the guidelines for materiality
and timeline for disclosure of such events**

Para/ sub-para	Events	Timeline for disclosure	Threshold Limit
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours*	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
2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or	Within 12 hours*	Lower of the below: a) Capital invested or to be invested for such tie-up 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
	(ii) adoption of new line(s) of business; or		Lower of the below: a) Capital invested or to be invested for new line of business 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
	(iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)		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
3.	Capacity addition or product launch.	Within 12 hours*	Capacity addition: Lower of the below: a) Capital invested or to be invested 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

Para/ sub-para	Events	Timeline for disclosure	Threshold Limit
			Product launch: Lower of the below: a) Capital invested or to be invested for product launch 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
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.	Within 24 hours	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.	Within 12 hours* (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).	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.	Within 24 hours	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.	Within 24 hours	Lower of the below: a) Expected impact on turnover to 2% of consolidated turnover; or b) Expected impact on profit/ loss to 5% of

Para/ sub-para	Events	Timeline for disclosure		Threshold Limit
				average PAT
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Type of Litigation	Timeline for disclosure	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
	All the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute.	Tax litigation and disputes and other litigation & disputes for which SDD not maintained	within 24 hours	
	Explanation 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.	Any litigation or dispute other than tax litigation & disputes for which information has been maintained in structured digital database	within 72 hours	
	Explanation 2: Listed entity 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.	Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).		
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours		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.	Within 12 hours*		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
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called,	Within 12 hours*		Lower of the below: a) Expected impact on

Para/ sub-para	Events	Timeline for disclosure	Threshold Limit
	for any third party.		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.	Within 24 hours	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.	Within 12 hours*	Threshold to be linked with clause 20 of Schedule A.

* 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 or three hours from the closure of such meeting as against the timeline indicated in the table above.

Please refer Schedule E for details to be provided for Events/Information referred in Schedule B.

Schedule- C^

Disclosure of information for listed non-convertible securities

The Bank shall promptly inform the stock exchange(s) of 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:

- 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, and commencement of commercial production / commercial operations;
- 7) any events such as strikes and lock outs. which have a bearing on the interest payment/ dividend payment / principal repayment capacity;
- 8) details of any letter or comments made by debenture trustees regarding payment/non-payment of interest on due dates, payment/non-payment of principal on the due dates or any other matter concerning the security, listed entity and /or the assets along with its comments thereon, if any;
- 9) delay/ default in payment of interest or dividend / principal amount /redemption for a period of more than three months from the due date;
- 10) failure to create charge on the assets within the stipulated time period;
- 11) any instance(s) of default/delay in timely repayment of interests or principal obligations or both in respect of the debt securities including, any proposal for re-scheduling or postponement of the repayment programmes of the dues/debts of the listed entity with any investor(s)/lender(s).
- 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 451[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 Schedule A, by the 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 entity 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) Events prescribed in Listing Regulations in relation to the Corporate Insolvency Resolution Process (CIRP) of a listed corporate debtor under the Insolvency Code;
- 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.

Schedule- D^

Details to be provided for Events/Information referred in Schedule A (Deemed Material):

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 impact 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 and/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);

1.1.A. Acquisition of ‘to be incorporated’ companies:

- (i) name of the entity, date & country of incorporation, etc.;
- (ii) name of holding company of the incorporated company and relation with the listed entity;
- (iii) industry to which the entity being incorporated belongs;
- (iv) brief background about the entity incorporated in terms of products / line of business;
- (v) brief details of any governmental or regulatory approvals required for the incorporation;
- (vi) nature of consideration - whether cash consideration or share swap and details of the same;
- (vii) cost of subscription / price at which the shares are subscribed;
- (viii) percentage of shareholding / control by the listed entity and / or number of shares allotted.

1.2. Amalgamation/ Merger:

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

1.3. De-merger:

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

1.4. Sale or disposal of unit(s) or division(s), 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 or undertaking or subsidiary or associate company 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;
- g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.

2.3. Buy back of securities:

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

2.4. Any restriction on transferability of securities:

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

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

- a) forfeiture of shares;
- b) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- c) proposal to issue any class of securities;
- d) alterations of capital, including calls;
- e) change in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the listed entity.

3. 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 intimate to the Exchange(s) outcome of the meetings of the Board of Directors, held to consider or decide 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 whether occurred within India or abroad

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/re-appointment/cessation (as applicable) & term of appointment/re-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 twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of independent director including reasons for resignation:

In case of resignation of an 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 entity:

- i. The letter of resignation along with] detailed reasons for the resignation as given by the said director.
- ia. 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 is 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 entity 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 by the listed entity within seven days from the date that such resignation comes into effect.

When disclosing a copy of the resignation letter to stock exchanges, the Bank may redact portions from such resignation letter, other than the detailed reasons for resignation.

7D. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).

8. Appointment or discontinuation of share transfer agent:

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

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including prescribed details.
10. **One time settlement (OTS) with a Bank:**
 - 10.1. reasons for opting for OTS;
 - 10.2. brief summary of the OTS.
11. **Winding-up petition filed by any party / creditors:**
 - 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 etc.;
 - 12.2. brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.
13. **Proceedings of annual and extraordinary general meetings of the listed entity and the following details in brief:**
 - 13.1. date of the meeting;
 - 13.2. brief details of items deliberated and results thereof;
 - 13.3. manner of approval proposed for certain items (e-voting etc.).
14. **Amendments to memorandum and articles of association of listed entity, in brief.**
15. **(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) or on a shorter notice with explanation.

(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.
16. The prescribed events in relation to the **Corporate Insolvency Resolution Process (CIRP)** of a

listed corporate debtor under the Insolvency Code.

- 17. Initiation of Forensic audit:** In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed 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 the Listing 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

- 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), taken or orders passed:

- i. name of the authority;

- ii. nature and details of the action(s) taken, 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.

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

Schedule- E^
Details to be provided for Events/Information referred in Schedule B (Subject to Materiality)

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

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

2. 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 or subsidiary (in entirety or in 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/borrower, nature of the loan, total amount of loan granted/taken, 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 production/operations in case of strikes/lock outs;
- d) factory/unit where the strike/lock out takes place including reasons for such strike.

6.2. Regularly, till complete normalcy is restored:

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

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

8. 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 director or its key management personnel or its senior management or its promoter or its subsidiary 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 become material on a cumulative basis, then the same shall also be required to be disclosed to the stock exchange(s).

Explanation - Tax litigations or disputes, including demand notices, penalties, etc., shall be disclosed based on application of criteria for materiality in the following manner:

- (i) Disclosure of new tax litigations or disputes within twenty-four hours from the receipt of notice by the listed entity.
- (ii) Quarterly updates on ongoing tax litigations or disputes in the format as may be specified.
- (iii) Tax litigations or disputes, the outcomes of which are likely to have a high correlation, should be cumulated for determining materiality.

8.1. At the time of becoming the party:

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

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

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

9. Frauds or 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.

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

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

11. Giving of guarantees or indemnity or becoming a surety, 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.

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

- a) name of the regulatory or licensing authority;
- b) brief details of the approval/license obtained/ withdrawn/ surrendered;
- c) impact/relevance of such approval/license to the listed entity;

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

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.

Schedule- F[^]

Details to be provided for Events/Information referred in clause 2(I)(vi)

Disclosure regarding receipt of communication from regulatory, statutory, enforcement or judicial authority under clause 2(I)(vi)

- a) Name of the listed company
- b) Type of communication received
- c) Date of receipt of communication
- d) Authority from whom communication received
- e) Brief summary of the material contents of the communication received, including reasons for receipt of the communication
- f) Period for which communication would be applicable, if stated
- g) Expected financial implications on the listed company, if any
- h) Details of any aberrations/non-compliances identified by the authority in the communication
- i) Details of any penalty or restriction or sanction imposed pursuant to the communication
- j) Action(s) taken by listed company with respect to the communication
- k) Any other relevant information

[^]The above schedules contain gist of schedules prescribed under Listing Regulations and SEBI circulars, please refer Listing Regulations and circulars issued by SEBI from time to time for details.