Policy for determination of materiality for events/ information and disclosure thereof to the stock exchange

Background

Regulation 30 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations), requires ICICI Prudential Life Insurance Company Limited ("the Company") to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in the said Regulation. The policy is also required to be disclosed on the website of the Company. The events/information that would be disclosed would be as presently prescribed by SEBI vide circular CIR/CFD/CMD/4/2015 dated September 9, 2015 and as would be amended from time to time.

I. Scope of the Policy

The Policy will be applicable to all the events which fall under the criteria as disclosed under the section relating to "Disclosure of events or information to Stock Exchanges". This Policy shall be read along with the Company's Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of fair disclosure) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

II. Key Managerial Personnel authorised to determine materiality

The Chief Financial Officer or failing him any Key Managerial Personnel (KMP) authorised by the Executive Director responsible for corporate center will be authorised to determine the materiality of an event or information and for the purpose of advising on the disclosure to the stock exchanges through the Chief Investor Relations Officer designated under the Company's Code of Fair Disclosure of Unpublished Price Sensitive Information.

III. Disclosures of events or information to stock exchanges

The events or information which will be necessary to be disclosed to the Stock Exchanges are divided into three categories as specified in the Listing Regulations:

1. Events whose disclosure is mandatory and which would need to be disclosed without any application of the test/guidelines for materiality.

The below events will be disclosed as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information except for events stated in item (d) below which shall be disclosed within thirty minutes of the conclusion of the Board Meeting. In case the disclosure is made after twenty four hours of

occurrence of the event or information, the rationale for the delay will be provided along with such disclosures.

a. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any division(s) or subsidiary of the Company or any other restructuring.
   Acquisition would mean where the Company acquires direct or indirect control or where the Company acquires five percent or more of the shares/voting rights of any company or where the Company holds five percent or more of the share of any company, any further change in such shareholding occurs to the extent of two percent or more.

b. 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.

c. Revision in Rating(s).

d. Outcome of meetings of the board of directors: The Company shall intimate to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider or decide the following:
   i. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
   ii. any cancellation of dividend with reasons thereof;
   iii. the decision on buyback of securities;
   iv. the decision with respect to fund raising proposed to be undertaken;
   v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited/dispatched;
   vi. 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;
   vii. short particulars of any other alterations of capital, including calls;
   viii. financial results;
   ix. decision on voluntary delisting by the listed entity from stock exchange(s)

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

e. Agreements (viz. shareholder agreement(s), joint venture 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.

f. Fraud/ Defaults by promoter or key managerial personnel of the Company or arrest of key managerial personnel or promoter.

g. Change in directors, key managerial personnel, Auditor and Compliance Officer.

h. Appointment or discontinuation of share transfer agent.

i. Corporate debt restructuring, if any done for the Company.

j. One time settlement (OTS) by the Company of its borrowings, if any.

k. Reference to BIFR and winding-up petition filed by any party/creditors.

l. 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.

m. Proceedings of annual and extraordinary general meetings of the listed entity along with prescribed details.

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

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

2. Events which may be disclosed to the Stock Exchanges based on the test of materiality

The events as mentioned below will be disclosed based on the application of the test of materiality and key principles for determination of materiality as outlined hereunder:

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

c. in a case where the criteria specified in (a) and (b) is not applicable, any event/information which in the opinion of the Board of the Company, is considered material and needs disclosure.

The KMP authorised under this Policy will determine on the disclosure of events or information to the Stock Exchanges based on the application of the test of materiality as mentioned above. In addition to this, the KMP while determining the materiality will do so on a case to case basis depending on specific facts/circumstances relating to the information/event and apply such other qualitative/quantitative criteria if required and as may be deemed appropriate to the event.

Description of events:

i. Commencement or any postponement in the date of commencement of commercial operations of any unit/division.
ii. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new line(s) of business or closure of operations of any unit/division - (entirety or piecemeal).
iii. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.
iv. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
v. 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.
vi. Effect(s) arising out of change in the regulatory framework applicable to the Company.
vii. Litigation(s)/dispute(s)/regulatory action(s) with impact.
viii. Frauds/defaults by directors (other than key managerial personnel) or employees of the Company. IRDAI has laid down regulatory framework for all insurance companies with respect to reporting of frauds.
ix. 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.
x. Giving of guarantees or indemnity or becoming a surety for any third party other than in the ordinary course of business.
xi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

3. The Company will disclose all events or information with respect to subsidiaries which are material from the perspective of the Company.

4. Any other event/information that is likely to affect business

Such events may include but not be limited to the following:

a. Change in accounting policy that may have a significant impact on the accounts of the Company.

b. Any other event which is in the nature of major development that is likely to affect business of the Company.

c. Any other information exclusively known to the Company which may be necessary to be disseminated to enable the holders of the securities of the Company to apprise its position and to avoid the establishment of a false market in such securities.

IV. Guidance on when an event/information is deemed to be occurred

1. The events/information shall be said to have occurred upon approval of Board of the Company in certain events, for example further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of the Company and Shareholders of the Company.

2. Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the Board of the Company pending Shareholder's approval.

3. Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event/information.

V. Disclosures on Website

The Company shall disclose on its website all such events or information which has been disseminated to the Stock Exchanges under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival process followed by the Company.

VI. Amendments to the Policy

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