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

I. Background

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”), requires ICICI Securities 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 under the Listing Regulations. 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 the Securities and Exchange Board of India (“SEBI”) vide, circular CIR/CFD/CMD/4/2015 dated September 9, 2015 and as would be amended from time to time.

II. 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” and the Listing Regulations as amended from time to time. This Policy shall be read along with the Company’s Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of fair disclosure) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider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.

The Policy will not dilute requirements specified under the provisions of the Listing Regulations.

The policy will assist the relevant employees of the company in identifying any potential material event or information and reporting the same to authorized key personnel for determining the materiality of events and making necessary disclosures to the stock exchanges.

III. Key Managerial Personnel Authorized to Determine Materiality

The Chief Financial Officer or failing him the Company Secretary will be the authorised Key Managerial Personnel (KMP) 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.

IV. Disclosures of events or information to stock exchanges and timelines for disclosure

Company shall disclose to the stock exchange(s) all events or information which are material as soon as reasonably possible and, in any case, not later than the following:

a. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

b. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

c. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

In case the disclosure is made after timelines specified above, the rationale for the delay will be provided along with such disclosures.

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.

a. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company of the Company or any other restructuring.

Acquisition would mean where the Company acquires direct or indirect control or where the Company acquires or agrees to acquire 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 in such a company or the cost of acquisition or the price at which the shares are acquired exceeds the lower of below

i. two percent of turnover, as per the last audited consolidated financial statements of the company;
ii. two percent of net worth, as per the last audited consolidated financial statements of the company, except in case the arithmetic value of the net worth is negative;

iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Sale or disposal of subsidiary or sale of stake in associate company shall include

A. 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 or the listed entity

B. an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of sale exceed the lower of below

i. two percent of turnover, as per the last audited consolidated financial statements of the company;

ii. two percent of net worth, as per the last audited consolidated financial statements of the company, except in case the arithmetic value of the net worth is negative;

iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

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) or New Rating(s).

d. Outcome of meetings of the board of directors: The Company shall intimate to the Stock Exchange(s), within 30 minutes of the closure of the meeting and in case of board meetings being held for more than one day, the financial results shall be disclosed within 30 minutes of end of the meeting for the day, 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;
v. 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 Company 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), family settlement agreement(s) (to the extent that it impacts management and control of the Company), 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 Company, promoter, director, key managerial personnel, senior management or subsidiary of the Company or arrest of key managerial personnel, senior management, promoter or director whether occurred in India or abroad.
    ‘Fraud’ shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
    ‘Default’ shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.
    In case of revolving facilities like cash credit, the Company would be considered to be in ‘default’ if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.
    Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the Company.

g. Change in directors, key managerial personnel, senior management, auditor and compliance Officer.

h. In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed as
soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

i. In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges:
   (i) The letter of resignation along with detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the Company to the stock exchanges.
   (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 to the stock exchanges along with the disclosure as specified in sub-clause (i) and (ii) above.

j. Appointment or discontinuation of share transfer agent.

k. Disclosure in the event of Resolution plan / Restructuring in relation to loans / borrowings from banks / financial institutions, if any done for the Company, following details shall be disclosed to the stock exchanges:
   (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.
   (vi) any other changes in this regard in Listing Regulations as may be prescribed from time to time.

l. One-time settlement (OTS) by the Company with a bank.

m. Winding-up petition filed by any party/creditors.

n. 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 Company.

o. Proceedings of annual and extraordinary general meetings of the Company along with prescribed details.
p. Amendments to memorandum and articles of association of Company, in brief.

q. (a) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of intimation and the date of meet) and presentations made by the Company to analysts or institutional investors.

('meet' shall mean group meetings or group conference calls conducted physically or through digital means).

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:

(i) the presentation and the audio/video 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 transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.

r. Disclosure of following events in relation to the corporate insolvency resolution process (CIRP) of the Company as a corporate debtor under the Insolvency Code, if applicable:

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

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

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

(iv) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

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

(vi) Appointment/ Replacement of the Resolution Professional;

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

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

(ix) Number of resolution plans received by Resolution Professional;

(x) Filing of resolution plan with the Tribunal;
(xii) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
  a) Pre and Post net-worth of the company;
  b) Details of assets of the company post CIRP;
  c) Details of securities continuing to be imposed on the companies’ assets;
  d) Other material liabilities imposed on the company;
  e) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
  f) Details of funds infused in the company, creditors paid-off;
  g) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
  h) Impact on the investor – revised P/E, RONW ratios etc.;
  i) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  j) Brief description of business strategy.
  k) any other changes in this regard in Listing Regulations as may be prescribed from time to time.

(xiii) Any other material information not involving commercial secrets.
(xiv) Proposed steps to be taken by the incoming investor/acquirer for achieving the Minimum Public Shareholding.
(xv) Quarterly disclosure of the status of achieving the Minimum Public Shareholding.
(xvi) The details as to the delisting plans, if any approved in the resolution plan.

s. Disclosure of followings events in case of initiation of forensic audit, (by whatever name called), shall be made to the stock exchanges by the Company:
   (i) the fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
   (ii) final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
   (iii) any other changes in this regard in Listing Regulations as may be prescribed from time to time.

  t. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees
of the Company or of its holding, subsidiary or associate company, among themselves or with the Company 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 Company or impose any restriction or create any liability upon the Company including any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements
Provided that such agreements entered into by Company 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 entity or they are required to be disclosed in terms of any other provisions of the listing regulations
Further to above all the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a Company or of its holding, subsidiary and associate company, who are parties to the agreements specified above, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

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

v. In case the Managing Director or Chief Executive Officer of the Company 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) by the Company.

w. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company and is not already made available in the public domain by the Company.
‘Social media intermediaries’ shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.
x. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following

(i) search or seizure, or
(ii) re-opening of accounts under section 130 of the Companies Act, 2013, or
(iii) investigation under the provisions of Chapter XIV of the Companies Act, 2013

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

a) name of the authority;
b) nature and details of the action(s) taken, initiated or order(s) passed;
c) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
d) details of the violation(s)/contravention(s) committed or alleged to be committed;
e) impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.

y. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company in respect of the following

(i) suspension;
(ii) imposition of fine or penalty;
(iii) settlement of proceedings;
(iv) debarment;
(v) disqualification;
(vi) closure of operations;
(vii) sanctions imposed;
(viii) warning or caution; or
(ix) any other similar action(s) by whatever name called;

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

(a) name of the authority;
(b) nature and details of the action(s) taken, initiated or order(s) passed;
(c) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
(d) details of the violation(s)/contravention(s) committed or alleged to be committed;
(e) impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.
z. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

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

   (1) two percent of turnover, as per the last audited consolidated financial statements of the company;
   
   (2) two percent of net worth, as per the last audited consolidated financial statements of the company, except in case the arithmetic value of the net worth is negative;
   
   (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

   d. In case where the criteria specified in (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information 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. Any of the following events pertaining to the Company
   a) arrangements for strategic, technical, manufacturing, or marketing tie up; or
   b) adoption of new line(s) of business; or
   c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).

iii. Capacity addition or product launch.

iv. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts, not in the normal course of business.

v. 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.

vi. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.

vii. Effect(s) arising out of change in the regulatory framework applicable to the Company.

viii. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.

ix. Frauds/defaults by employees of the Company which has or may have an impact on the Company.

x. 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.

xi. Giving of guarantees or indemnity or becoming a surety by whatever name called for any third party other than in the ordinary course of business.
xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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

3. The Company will disclose all events or information with respect to subsidiaries which are material, in accordance with the Policy for determining Material Subsidiaries of the Company, as adopted by the Board of Directors 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.

V. 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.

VI. 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.

VII. Any Information required to be disclosed by Company in terms of provision of regulation 30 of Listing Regulations, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

VIII. With effect from April 1, 2024 the Company shall confirm, deny or shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information in terms of the provisions of regulation 30 of Listing regulations are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information.

IX. Amendments to the Policy

The Policy will be reviewed to incorporate any changes, if warranted, due to changes in the SEBI Listing Regulations or otherwise.