



IDFC FIRST Bank Limited

Policy for Determination of Materiality of Events

Policy for Determination of Materiality of Events

Contents

1. Background	3
2. Title	3
3. Scope of the Policy.....	3
4. Key Managerial Personnel authorised to determine materiality	3
5. Key principles in determining materiality.....	3
6. Guidance on when an event/ information is deemed to be occurred	5
7. Disclosures on the Website	5
8. Review of the Policy.....	5

Policy for determination of materiality of events

1. Background

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”), IDFC FIRST Bank Limited (the “**Bank**” or “**IDFC FIRST Bank**”) has framed this policy for determination of materiality for disclosure of events or information to Stock Exchanges, based on the criteria specified in the said Listing Regulations. The policy shall also be disclosed on the website of the Bank. The events/ information that would be disclosed would be in compliance with the Listing Regulations and SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015, and other applicable law as amended from time to time.

2. Title

The policy will be called as the “**Policy for determination of materiality of events**”.

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 This Policy shall be read along with the Bank’s Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations,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

4. Key Managerial Personnel authorised to determine materiality

The Managing Director & CEO, Chief Financial Officer and the Company Secretary will be severally 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.

5. Key principles in determining materiality

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, detailed as under.

- i. Events or information which, in the opinion of the Board of Directors of the Bank, are fit to be considered as material and therefore shall be mandatorily disclosed by the Bank to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event.
- ii. Events listed in Para A of Part A of Schedule III of the Listing Regulations, as may be amended from time to time, shall be mandatorily disclosed by the Bank to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, i.e. without applying any test of materiality.

- iii. Events listed in Sub-Para 4 of Para A of Part A of Schedule III of the Listing Regulations, as may be amended from time to time, are deemed to be material events and as such shall be mandatorily disclosed by the Bank to the Stock Exchanges within 30 minutes of the conclusion of the Board Meeting.
- iv. Events listed in Para B of Part A of Schedule III of the Listing Regulations, as may be amended from time to time, shall be disclosed by the Bank to the Stock Exchanges, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event, subject to application of the following criteria to determine, whether such event is material or not.
 - (a) Where 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) 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) Where the criteria specified in (a) and (b) is not applicable, any event/ information which in the opinion of the Board of the Bank, is considered material and needs disclosure. The Board of Directors do hereby authorize the Managing Director & CEO of the Bank to make such determination.

The KMP are severally authorised under this Policy to 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.

- v. Where an event occurs or is available with the Bank, which does not form part of Schedule III of SEBI Listing Regulations as mentioned above, but is likely to have a material impact on the Bank, the Bank shall endeavor to make adequate disclosures in this regard.
- vi. 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 required to be disclosed 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, as soon as possible within a reasonable time of their occurrence, but not later than twenty four hours from the occurrence of such event.
- vii. Events / information relating to subsidiary companies of the Bank, which are material to the Bank, shall also be disclosed to the Stock Exchange(s).
- viii. 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 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.

Information pursuant to issuance of Non-Convertible Debentures issued by the Bank, from time to time, are

set out in Part B of Schedule III of SEBI Listing Regulations as may be amended from time to time.

- ix. Such other information as may be specified by SEBI, from time to time.

In case there is a delay in disclosing the material event/information to the Stock Exchanges, in terms of this Policy, the Bank shall provide appropriate explanation for such delay.

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

- a. The events/ information shall be said to have occurred upon approval of Board of the Bank 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 Bank and Shareholders of the Bank. This will be decided by the KMP on a case to case basis.
- b. 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 Bank pending Shareholder's approval.
- c. Events such as natural calamities or disruption can be said to have occurred when the Bank becomes aware of the event/ information.

7. Disclosures on the Website

IDFC FIRST Bank 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 Bank for a minimum period of five years and thereafter as per the archival process followed by the Bank.

8. Review of the Policy

The Board shall review and amend this Policy, pursuant to any amendment to the Listing Regulations or as and when deemed appropriate. In case of any subsequent changes in the provisions of the SEBI Listing Regulations or other applicable law, the relevant amended provisions would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed as and when any changes are to be incorporated in the Policy due to change in applicable law or on an annual basis.

Contact details of the Key Managerial Personnel authorized for determining materiality of particular event/information and for making disclosure to Stock Exchanges:

Name of the KMP	Designation	Contact Details
Mr. V. Vaidyanathan	Managing Director & CEO	IDFC FIRST Bank Limited Naman Chambers, C-32 G Block, BKC, Bandra (East), Mumbai – 400051, Maharashtra Email id - secretarial@idfcfirstbank.com Contact No. : 022 7132 5500
Mr. Sudhanshu Jain	Chief Financial Officer and Head – Corporate Centre	
Mr. Satish Gaikwad	Head – Legal and Company Secretary	