



IDFC FIRST Bank Limited

Policy for Determination of Materiality of Events

Version : 2.0

Approval Date : April 26, 2025

Status:

Revision History			
Version	Revision Date	Revised by	Revision Description
1.0	27-01-2016	-	Adoption of Policy
1.1	27-07-2017	Secretarial	Annual Review
1.2	24-10-2018	Secretarial	Annual Review
1.3	24-10-2019	Secretarial	Annual Review and Regulatory Update
1.4	31-10-2020	Secretarial	Annual Review
1.5	30-10-2021	Secretarial	Annual Review
1.6	22-10-2022	Secretarial	Annual Review
1.7	29-07-2023	Secretarial	Regulatory Update
1.8	27-07-2024	Secretarial	Annual Review and Regulatory Update
1.9	25-01-2025	Secretarial	Regulatory Update
2.0	26-04-2025	Secretarial	Regulatory Update

Policy for Determination of Materiality of Events

Contents

1. Background	4
2. Scope of the Policy.....	4
3. Definitions.....	4
4. Disclosure of Material Event/ Information.....	5
5. Key principles and guidelines to ascertain materiality of events or information.....	5
6. Authority to determine materiality of any event / information.....	6
7. Timeline for disclosure of Material Event or Information.....	7
8. Other provisions relating to disclosures.....	8
9. Guidance on when an event/ information is deemed to be occurred.....	9
10. Disclosures on the Website	9
11. Review of the Policy.....	9

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, as amended from time to time (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 (“Policy”) for disclosure to Stock Exchanges, based on the criteria specified in the said Listing Regulations. The events/information that would be disclosed would be in compliance with the Listing Regulations, circulars/guidelines issued by SEBI from time to time and other applicable law, as amended.

2. 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 This Policy shall be read along with the Bank’s Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations,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 and the Standard Operating of Procedure (“SOP”) prepared by the Bank, which *inter alia* includes provisions around assisting the Authorised KMP(s) and the Relevant Employees for effective implementation of this Policy.

3. Definitions

In this Policy unless the context otherwise requires, the following words and expressions used shall have the meaning as defined herein:

- a. “Act” means the Companies Act, 2013 and rules made there under, as amended from time to time.
- b. “Authorized KMP(s)” shall mean one or more Key Managerial Personnel as defined under section 2(51) of the Act as authorized by the Board of directors in terms of Para 4 of this Policy for the purpose of determining materiality of an event or information and for the purpose of making disclosures to the Stock Exchange(s).
- c. “Bank” shall mean IDFC FIRST Bank Limited.
- d. “Board” or “Board of Directors” shall mean the Board of Directors of the Bank.
- e. “Material Event or Information” shall mean such information / event as listed under Para 5 of this Policy.
- f. “Listing Regulations”/ “SEBI LODR” shall mean Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, read with any relevant notification, circular, guidance, etc. as may be issued by SEBI in this regard.

Any other term not defined herein shall have the same meaning as defined under the Companies Act, 2013 and rules made thereunder, Listing Regulations including any modifications, clarifications, circulars or re-enactment thereof or any internal SOP as prepared by the Bank from time to time.

4. Disclosure of Material Event/ Information

- i. **Deemed Material Event/ Information:** Events/ Information listed in Para A of Part A of Schedule III of the Listing Regulations, as may be amended from time to time, shall be considered as Deemed Material Events or Information and mandatorily disclosed by the Bank to the Stock Exchanges, without applying any test of materiality.
- ii. **Determined Material Event or Information:** Events/ Information listed in Para B of Part A of Schedule III of the Listing Regulations, as amended from time to time, shall be disclosed by the Bank to the Stock Exchanges, subject to application of the criteria as specified in Para 5 of the Policy to determine whether such event or information is material or not.
- iii. **Other Material Event or Information:** Events/ information, not being covered under sub-para i or sub-para ii above, shall be disclosed by the Bank if they are considered material.
- iv. Any material development in the event/ information already disclosed to the Stock Exchange(s), shall be disclosed on a regular basis, till such time the event is resolved/ closed, with relevant explanations.
- v. Events/ information relating to subsidiary companies of the Bank, which are material to the Bank.

Note: The Bank shall be guided by the Industry Standards Note on Regulation 30 of the Listing Regulations, as amended, prepared by the Industry Standard Forum in consultation with SEBI while disclosing material events/information as aforesaid.

5. Key principles and guidelines to ascertain materiality of events or information.

Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/ information. In order to determine whether a particular event / information is material in nature, both the 'quantitative' and 'qualitative' factors shall be considered.

- i. In terms of Regulation 30(4) read with Regulation (4)(1) of SEBI Regulations, the Bank shall consider the following criteria for determination of materiality of events/ information:

Qualitative Criteria

- (a) Whether the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly; or

- (b) Whether 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.

Quantitative Criteria

- (c) Whether the omission of an event or information, whose value or the Expected Impact in terms of value, exceeds the lower of the following:
- i. 2% of turnover, as per the last audited consolidated financial statements of the Bank;
 - ii. 2% of net worth, as per the last audited consolidated financial statements of the Bank, except in case the arithmetic value of the net-worth is negative;
 - iii. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Bank.

Note: in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular"), the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- ii. In a case where the quantitative and qualitative criteria as above are not applicable, an event or information may be treated as being material if in the opinion of the Board of directors of the Bank, the event or information is considered material. The Board of Directors do hereby authorize the MD & CEO of the Bank to make such determination.
- iii. The relevant employees shall be guided by this Policy and SOP framed by the Bank pursuant to this Policy and any potential event/information, which comes to their knowledge, shall be reported to the Authorized KMP for determining the materiality and disclosure, if any, to the Stock Exchange(s).

6. Authority to determine materiality of any event / information.

The Managing Director & CEO ("MD & CEO), Chief Financial Officer and the Company Secretary of the Bank 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, based on the application of the test of materiality as mentioned above.

Further, for administrative convenience, the MD & CEO or the Chief Financial Officer or the Company Secretary of the Bank, has been authorized by the Board to disclose details of material events / information, to Stock Exchanges and to respond to any queries that may be raised by the Stock Exchanges in respect thereof.

Contact details of the Authorized KMP are disclosed towards the end of this Policy.

Further, the MD & CEO or the Chief Financial Officer or the Head - Investor Relations of the Bank, has been authorized by the Board, to interact or communicate with the Press or Analysts or Institutional Investors, on any matter relating to or arising out of a material event / information, after the same has been disclosed to the Stock Exchanges and hosted on the website of the Bank.

The Head - Investor Relations / Company Secretary of the Bank may also respond to any queries that may be received from the press, electronic/ social media or investors of the Bank, for verification of any market rumors relating to the Bank and/ or any of its subsidiaries, in terms of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

7. Timeline for disclosure of Material Event or Information

- i. The disclosure with respect to the events/ information for which timelines have been specified in Para A of Part A of Schedule III shall be made within the regulatory timelines as prescribed.
- ii. For cases not covered above, all other Material Event or Information shall be disclosed to stock exchanges as soon as reasonably possible and in any case not later than the following:

Nature of information	Timeline for disclosure
<p>In case the event/information is pursuant to a meeting of the board of directors in which the decision pertaining to the event or information has been taken</p>	<p>30 minutes from the closure of the meeting of the board of directors</p> <p><i>Note: If the board meeting concludes after normal trading hours but more than three hours before the beginning of the next normal trading hours*, then the Bank shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.</i></p> <p><i>Provided further that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of the meeting for the day on which it has been considered.</i></p> <p><i>*Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.</i></p>
<p>Event or information is emanating from</p>	<p>12 hours from the occurrence of the event/</p>

within the Bank	information
Event or information is not emanating from within the Bank	<p>24 hours from the occurrence of the event/information.</p> <p><i>Provided that if all the relevant information, in respect of claims which are made against the listed entity under any litigation or dispute, other than tax litigation or dispute, in terms of subparagraph 8 of paragraph B of Part A of Schedule III, is maintained in the structured digital database of the listed entity in terms of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the listed entity.</i></p>

Note: In order to bring clarity in the above timelines for disclosure of material events or information, SEBI Circular has provided guidance on the timeline for disclosure of events specified in Part A of Schedule III of the LODR Regulations, which shall be referred to, while making the disclosures.

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

8. Other provisions relating to disclosures.

The Bank may on its own initiative also, confirm or deny any reported event or information to the Stock Exchanges.

Further, since the Bank is in the list of Top 250 listed companies, it shall confirm, deny or clarify upon the material price movement as may be specified by the Stock Exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumor of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement.

The Bank shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any material events or information provided that the Stock Exchanges shall disseminate information and clarification as soon as reasonably practicable.

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 an appropriate explanation for such delay.

9. 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 or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

10. 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 or any such period as may be prescribed in the Listing Regulations from time to time and thereafter as per the archival process followed by the Bank.

11. 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 IDFC FIRST Bank Tower, (The Square) C-61, G Block, Bandra Kurla Complex, Mumbai-51 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	