



HDFC LIFE INSURANCE COMPANY LIMITED

(Formerly known as HDFC Standard Life Insurance Company Limited)

Policy for Determination of materiality of Event / Information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Version 3.0

Effective from April 01, 2019

Owner Department: Secretarial

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**POLICY FOR DETERMINATION OF MATERIALITY OF EVENT / INFORMATION UNDER
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Introduction:

The Securities and Exchange Board of India had issued the 'SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations'), which shall be effective from December 1, 2015 and shall replace the extant Listing Agreement.

HDFC Life Insurance Company Limited ('HDFC Life' or 'Company'), shall be required to adhere to the reporting/ disclosure requirements, which shall arise out of the provisions of the Regulations. Under the Regulations, every listed company has to make disclosures in two scenarios, namely, Mandatory Disclosure and Disclosures upon application of guidelines for materiality. The Mandatory Disclosures have to be made without application of the guidelines for materiality; while in the later circumstance, the listed entity has to make disclosure of events based on application of the guidelines for materiality, as specified in the Regulation.

A. Applicability & Scope

This Policy shall be applicable to events and information relating to the Company, which are considered material for the purpose of reporting to Stock Exchanges, if necessary or required.

B. Definitions

The terms and expressions used but not defined herein shall have the same meaning as assigned to those terms under the Regulations, the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be.

C. Objective of the Policy

The purpose of this Policy is to put in place a framework for disclosure of events and information to the stock exchanges, in line with the requirements prescribed under Regulation 30 of the Regulations and to ensure that such information is disclosed to the Stock Exchanges in a timely and transparent manner by the Company.

D. Effective Date

This Code shall be applicable from April 01, 2019

E. Guidance for Disclosure of Events or Information

The criteria for determination of materiality, as prescribed in Regulation 30(4)(i) read with disclosures specified in Para A (specified in Annexure 1) and Para B (specified in Annexure 2) of Part A of Schedule III, of the said Regulations will serve as guidance for determining the need / requirement for disclosure of events and information to the stock exchanges. Furthermore, the Company may disclose other information / event as specified in Para C of Part A of Schedule III of the Regulations (specified in Annexure 3).

The Managing Director & Chief Executive Officer, or in his absence, the Executive Director & Chief Financial Officer along with the Company Secretary, being the Key Managerial Persons, are authorized to decide on the disclosure requirement of any event or information relating to or with regards to the Company, to the Stock Exchanges, keeping in view the criteria specified in the said Regulation 30 (4) and the disclosures specified in Para B of Part A of Schedule III of the Regulations.

Any decision taken by them shall be valid and binding on the Company. Their contact details shall be disclosed to the stock exchange and also be placed on the Company's website.

However, wherever required, and considering any specific/ significant circumstances which may arise, either simultaneously or subsequently, approval of the Board / Executive Committee may be taken for disclosing any such event or information.

The above authorised personnel are also empowered to seek appropriate counsel or guidance as and when deemed necessary.

Materiality will be determined depending on the facts and the circumstances pertaining to event or information.

F. Guidance on when an Event / Information is deemed to have occurred

- a. Where any event/ information require approval of Board/ Committee/ external body etc. upon receipt of the approval from appropriate authority. In case of multiple approvals required, upon receipt of last approval. However, considering price sensitivity involved in events like declaration of dividend etc, disclosure shall be made immediately on receipt of approval of the Board of Directors, pending shareholders' approval.
- b. If any event / information has happened / occurred, when the Company becomes aware of the same.

In the events/information such as natural calamities, disruption etc. can be said to have occurred when the Company becomes aware of the events/information.

G. Interpretation

This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

In any circumstance, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over these policies and procedures until such time as this Policy is amended to conform to the law, rule, regulation or standard.

H. Amendments and Review

This Policy may be reviewed by the Board of Directors Annually or earlier, as and when deemed necessary or required, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

I. Minimum Standards of Confidentiality

Subject to applicable law, while making disclosures, it shall however be ensured that confidentiality in certain matters is maintained to foster a culture of good decision making.

J. Dissemination of Policy and Disclosure on website

This Policy shall be hosted on the website of the Company. HDFC Life shall disclose on its website all such events or information which has been disseminated to the Stock Exchanges under this Policy.

Annexure 1

Events as prescribed under Para A of Part A of Schedule III of Listing Regulations, which are to be disclosed without any applicability of principle of Materiality

HDFC Life shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information:

Sr No	Particulars of Disclosures
1	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.</p> <p>'acquisition' shall mean,-</p> <p>(i)acquiring control, whether directly or indirectly; or,</p> <p>(ii)acquiring or agreeing to acquire shares or voting rights in, a company, _ whether directly or indirectly, such that -</p> <p>(a)the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;</p> <p>(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-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.</p>
2	<p>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.</p>
3	<p>Revision in Rating(s)</p>
4	<p>Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <p>a) 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;</p> <p>b) any cancellation of dividend with reasons thereof;</p> <p>c) the decision on buyback of securities;</p> <p>d) the decision with respect to fund raising proposed to be undertaken</p> <p>e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;</p> <p>f) 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;</p> <p>g) short particulars of any other alterations of capital, including calls;</p> <p>h) financial results</p> <p>i) decision on voluntary delisting by the listed entity from stock exchange(s).</p>

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.
6	Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
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 entities 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 auditor 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 entities: i. Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges. 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 entities to the stock exchanges along with the detailed
8	Appointment or discontinuation of share transfer agent.
9	Corporate Debt Restructuring
10	One time settlement with a Bank or any other lender.
11	Reference to BIFR, Winding-up Petition or any other proceedings under applicable insolvency and bankruptcy law filed by any party/ creditors.
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
13	Proceedings of Annual and extraordinary general meetings of the listed entity.
14	Amendments to memorandum and articles of association of listed entity, in brief.
15	Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors
16	Penalties by Regulators

Annexure 2

Events as prescribed under Para B of Part A of Schedule III of Listing Regulations, which are to be disclosed upon applicability of guidance for materiality

Sr No	Particulars of Disclosures
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3	Capacity addition or product launch.
4	Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business
5	Agreements (viz. loan agreement(s) (as a borrower) 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.
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.
7	Effect(s) arising out of change in the regulatory framework applicable to the listed entity
8	Litigation(s) / dispute(s) / regulatory action(s) with impact.
9	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10	Options to purchase securities including any ESOP/ESPS Scheme.
11	Giving of guarantees or indemnity or becoming a surety for any third party.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

HDFC Life shall consider the following criteria for determination of materiality of events/ information:

- (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;
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of HDFC Life, the event / information is considered material.

Annexure 3

Any other Information/ Event viz. Major Development that is likely to affect business

Sr No	Particulars of Disclosures
1.	Any change in accounting policy that may have a significant impact on accounts, etc.;
2.	Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities to appraise its position and to avoid the establishment of a false market in such securities;
3.	Any event which in the view of the Board of the Company is material

Annexure 4

Contact details of Key Managerial Personnel (KMP) authorised for determining materiality of particular event / information and for making disclosure to Stock Exchanges

Name of the KMP	Designation	Contact Details
Ms Vibha Padalkar	Managing Director & CEO	022-67516666
Mr Niraj Shah	Chief Financial Officer	022-67516666
Mr Narendra Gangan	EVP, Company Secretary & Head – Compliance & Legal	022-67516666