

TAAL Enterprises Limited

Reg. Office: AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area,
7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India
Phone: +91-44 4350 8393, Website: www.taalent.co.in; E-mail: secretarial@taalent.co.in
CIN: L74110KA2014PLC176836

POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURES OF EVENTS AND INFORMATION

1. PREAMBLE:

TAAL Enterprises Limited (“Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner.

The Company’s securities are listed on BSE Limited (BSE) and must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

Regulation 30(4)(ii) of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) mandates listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors.

It is in this context that the Policy on Determination of Materiality for Disclosures (“Policy”) is being framed and implemented.

2. OBJECTIVE OF THE POLICY:

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- b. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company’s disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company’s approach to disclosures, raise awareness and reduce the risk of selective disclosures.

3. MATERIALITY GUIDELINES

The information covered by this Policy shall include information that the Company is required to disclose in a timely manner by applying the criteria for assessing materiality related to the Company’s business operations, or performances which may impact the investment decision in shares of the Company

Criteria for determination of materiality of event or 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;

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- result in significant market reaction if the said omission came to light at a later date;
- b.** 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 Company; or
 - ii. 2% of net worth, except in case of the arithmetic value of the networth is negative, as per the last audited consolidated financial statements of the Company;
 - 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 Company
- c.** In Cases where criteria specified in sub – clause (a) or (b) 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.
- d.** In case under the above mentioned criteria, if an employees of the Company identify any potential material event or information, within their knowledge or domain, shall report the same to the authorized Key Managerial Personnel(s), for the purpose of determining the materiality of the said event or information and if it is necessary to make the disclosures to the stock exchange(s), if required within the identified criteria.
- e.** Events or information relating to Subsidiaries which are Material for the Company shall be brought to the notice of Key Managerial Personnel for the purpose of making disclosures to the stock exchanges.

4. DISCLOSURES TO THE STOCK EXCHANGES

- Events/information specified in Schedule-III, Part-A, Para-A of SEBI Listing Regulations, as may be amended from time to time, are deemed to be considered as Material Events/Information and are needed to be disclosed to the stock exchanges within specified timeline as specified therein.
- Events Specified in Schedule-III, Part-A, Para-B of SEBI Listing Regulations are considered as Material Events/Information subject to criteria for determination of materiality as mentioned in Clause 4(A) above. These events to be disclosed to the stock exchanges within timelines as specified therein
- Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary

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to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

- The receipt of a communication from any regulatory, statutory, enforcement or judicial authority along with the event or information, unless disclosure of such communication is prohibited by such authority, within the parameters of determination of materiality as per this policy.

5. TIMELINES FOR DISCLOSURE OF EVENTS/INFORMATION TO THE STOCK EXCHANGES

The Company shall first disclose to the stock exchanges all events or information which are material in terms of the Clause 4 of this Policy as soon as reasonably possible and in any case not later than the following:

- a. 30 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. 12 hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- c. 24 hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
- d. Other disclosures with respect to events or information for which timelines have been specified in Part A of Schedule III shall be made within such timelines.
- e. In case the disclosure is made after the timelines specified under Regulation 30, the Company shall along with such disclosure provide the explanation for delay.

6. PERSONS RESPONSIBLE FOR DISCLOSURE

The Board of Directors of the Company have authorized Managing Director/Whole-time Director and Company Secretary and Compliance officer of the company to determine the materiality of an event or information and dissemination of the same as covered by this Policy to stock exchange.

The Company Secretary & compliance officer of the company will be the custodian of the disclosure process. The Email id of the CS & CO is as follows: - secretarial@taalent.co.in

The Compliance Officer or his/her designee, in each case, pre-approve in consultation with WTD/MD and CFO any deviation from the policies and procedures outlined in this Policy and will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy.

The Senior Management Personnel and such other persons, as determined by the aforesaid

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authorized persons shall be relevant employees for the purpose of this policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons.

Board of Directors, MD, CFO, Key Managerial Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Companies Act, 2013 or any other applicable laws or regulations, as the case may be.

7. OBLIGATIONS OF INTERNAL STAKEHOLDERS AND KMP'S FOR DISCLOSURE:

- a. Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations shall be forthwith informed to the KMP(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- b. The KMP(s) will then ascertain the materiality of such event(s) or information based on the above guidelines.
- c. On completion of the assessment, the KMP(s) shall, if required, make appropriate disclosure(s) to the stock exchanges.

8. POLICY REVIEW & DISCLOSURE:

- The KMP(s) may review the Policy from time to time. No material changes to the Policy be made unless approved by the Board of Directors of the Company. Any subsequent amendment /modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.
- As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.

9. CONTACT DETAILS:

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary, who is in charge of administering, enforcing and updating this policy at secretarial@taalent.co.in.