

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE



BACKGROUND

Tata Technologies Limited (the “**Company**”) equity shares are listed on the BSE Limited and National Stock Exchange of India Limited (the “**Stock Exchanges**”). As a responsible global organization, the Company is committed to fair, transparent and timely dissemination of material information to its investors. Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“**Listing Regulations**”) and the circulars issued by the Securities and Exchange Board of India (“**SEBI**”) in this connection, this policy (“**Policy**”) is being framed for use by the Company and for the information of the investors.

OBJECTIVE OF THE POLICY

The objectives of this Policy are as follows:

- To ensure that the Company complies with the disclosure obligations to which it is subject as a listed entity as laid down by the Listing Regulations.
- To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of specific event or information.
- To endeavor that corporate documents and public statements are fair and do not contain any misrepresentation.
- To protect the confidentiality of material / price sensitive information within the context of the Company's disclosure obligations.
- To provide a framework that supports and fosters confidence in the quality and integrity of material information released by the Company.
- To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

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 This Policy shall be read along with the Company's policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The Policy as approved by the board of directors (“**Board**”) shall be effective from the date of listing.

PERSONS AUTHORIZED TO DETERMINE MATERIALITY

The Board of the Company have authorized the Managing Director/Executive Director/s, Chief Financial Officer and the Company Secretary (Authorized Persons) to determine the materiality of an event or information and to make appropriate disclosure to the Stock Exchanges as also on the Company's website on a timely basis. The Authorized Persons are also authorized:

- a. To seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem it fit
- b. To call for information from all its internal stakeholders including the heads of its Subsidiaries, Promoters.

The Authorized Person(s) shall have the following responsibilities for determining the material events or information:

- To put in place an adequate mechanism for collecting relevant information and events on a real time basis, to the extent possible, to enable appropriate disclosures under this Policy. The mechanism should include the responsibility of all internal stakeholders to report all events and information as covered in Clause 5 below.
- To review and assess an event or information that may qualify as 'material' and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.
- To determine the appropriate time at which the disclosures are to be made to the stock exchanges and on the Company's website based on an assessment of actual time of occurrence of an event or information.
- To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/closed, with relevant explanations.
- To consider such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.
- To disclose all events or information with respect to the subsidiaries which are material for the Company.

DISCLOSURES OF EVENTS OR INFORMATION TO STOCK EXCHANGES

The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "**material information**") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

The events or information which will be necessary to be disclosed to the Stock Exchanges are divided into three categories as specified in Part A of Schedule III of the Listing Regulations.

- (i) Events or information that are deemed to be material and are to be disclosed without any application of the guidelines for materiality are specified in List 1 to this Policy.
- (ii) Events or information that are to be disclosed based on materiality principle are specified in List 2 to this Policy.

- (iii) Without prejudice to the above, the Company may make disclosure of events and information as specified by SEBI from time to time.

The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information:

The Company may on its own initiative also, confirm or deny any reported event or information to stock exchange(s)

GUIDANCE ON WHEN AN EVENT/INFORMATION IS DEEMED TO HAVE OCCURRED

The Company may be confronted with the question as to when an event/information can be said to have occurred. In certain instances, the answer to above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required :

- a. The events / information can be said to have occurred upon approval of Board 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 and shareholders of the Company, as the Authorised Persons deem it appropriate.
- b. Certain events which are price sensitive in nature, such as declaration of dividends etc., may be deemed to have occurred and disclosed on approval of the Board pending shareholder's approval.
- c. Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event / information.

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.

AMENDMENTS TO THE POLICY

The Authorized Persons may review the Policy from the perspective of the Listing Regulations and determine the events / information for disclosure as may be amended by the SEBI from time to time. All such amendments will be periodically informed to the Board and approval of the Board will be sought to align the policy in line with the Listing Regulations.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.

Any amendments to the Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

CONTACT DETAILS

Any questions or clarifications about the Policy for disclosures made by the Company should be referred to the Company Secretary, who is in-charge of administering, enforcing and updating this Policy.

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List 1: Events whose disclosure is mandatory and which would need to be disclosed without any application of the test / guidelines for materiality

The below events will be disclosed as soon as reasonably possible and not later than the following: (i) thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

(ii) twelve hours from the occurrence of the event or information, in case it is emanating from within the Company; and

(iii) twenty four hours from the occurrence of the event or information in case it is not emanating from within the Company.

With respect to events for which timelines have been specified in Part A of Schedule III, the disclosures 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.

1. Acquisition(s) (including agreement to acquire), scheme of arrangement (amalgamation / merger / demerger / restructuring), or sale or disposal of any unit(s), division(s) whole or substantially the whole of the undertaking(s) or subsidiary of the Company c(if any), sale of stake in associate company of the Company or any other restructuring.

Acquisition, for this purpose, would mean

- a. acquiring control, whether directly or indirectly; or,
- b. acquiring or agreement to acquire shares or voting rights in, a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - (i) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (ii) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- (iii) cost of acquisition or the price at which the shares are acquired exceeds the following threshold:
 - (a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (b) a 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;
 - (c) 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 and sale of stake in associate company, for this purpose, includes:

- (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 of the Company; or
- (b) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in (iii) above.

2. 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.
3. New rating(s) or revision in rating(s).
4. Outcome of meetings of the board of directors: The Company shall disclose to the Stock Exchanges, within 30 minutes of the closure of the meeting, held to consider or decide the following:
 - 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;
 - b. any cancellation of dividend with reasons thereof;
 - c. the decision on buyback of securities;
 - d. the decision with respect to fund raising proposed to be undertaken;
 - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares would be credited / dispatched;
 - 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;
 - g. short particulars of any other alterations of capital, including calls;
 - h. financial results; and
 - i. decision on voluntary delisting by the Company from Stock Exchanges.

In case of Board meetings held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

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 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.
6. Agreements entered into by the shareholders, promoter(s), 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, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is

a party to such agreements.

Further, such agreements entered into by the 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 Company or they are required to be disclosed in terms of any other provisions of these regulations.

As mentioned above the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.

7. Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the Company, whether occurred within India or abroad.

For purpose of this sub-paragraph:

- a. '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.
- b. '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 facility like cash credit, an entity 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.

8. Change in directors, key managerial personnel, senior management, auditor and compliance officer.
9. Detailed reasons for resignation of the 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.
10. Following disclosures upon resignation of an independent director, within seven days from the date of resignation:
 - a. Letter of resignation with detailed reasons for the resignation of independent directors as given by the said director.
 - b. Confirmation from the said independent director that there are no other material reasons other than those provided.
 - c. Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
 - d. The confirmation by said independent director should be submitted along with the detailed reasons, as mentioned in (a) and (b) above.

11. In case of resignation of key managerial personnel, senior management, compliance officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation to be disclosed by the Company within seven days from the date that such resignation comes into effect.
12. 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.
13. Appointment or discontinuation of share transfer agent.
14. Resolution plan/restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - a. Decision to initiate resolution of loans/borrowings;
 - b. Signing of Inter-Creditors Agreement (ICA) by lenders;
 - c. Finalization of resolution plan;
 - d. Implementation of resolution plan;
 - e. Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders
15. One Time Settlement ("OTS") with a bank.
16. Winding-up petition filed by any party/creditors.
17. 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 Company.
18. Proceedings of annual and extraordinary general meetings of the Company.
19. Amendments to memorandum and articles of association of Company, in brief.
20. Schedule of analyst or institutional investor meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations on financial results made by the Company to analysts or institutional investor, inclusive of group meetings or group conference calls conducted physically or through digital means.
 - A. 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.

21. Following events in relation to the corporate insolvency resolution process ("**CIRP**") of the Company as corporate debtor under the Insolvency and Bankruptcy Code, 2016, ("**IBC**") if applicable:
- a. Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
 - b. Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
 - c. Admission of application by the tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d. Public announcement made pursuant to order passed by the tribunal under Section 13 of the IBC.
 - e. List of creditors as required to be displayed by the corporate debtor under Regulation 13(2)(c) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f. Appointment / replacement of the resolution professional;
 - g. Prior or post-facto intimation of the meetings of committee of creditors;
 - h. Brief particulars of invitation of resolution plans under section 25(2)(h) of the IBC in the form specified under regulation 36A(5) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i. Number of resolution plans received by resolution professional;
 - j. Filing of resolution plan with the tribunal;
 - k. Approval of resolution plan by the tribunal or rejection, if applicable;
 - l. Specific features and details of the resolution plan as approved by the adjudicating authority under the IBC, not involving commercial secrets such as:
 - (i) Pre and Post net-worth of the Company;
 - (ii) Details of assets of the company post CIRP;
 - (iii) Details of securities continuing to be imposed on the companies' assets;
 - (iv) Other material liabilities imposed on the company;
 - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - (vi) Details of funds infused in the company, creditors paid-off;
 - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
 - (ix) 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;
(x) Brief description of business strategy.

- m. Any other material information not involving commercial secrets;
- n. Proposed steps to be taken by incoming investor/acquirer for achieving the Minimum Public Shareholding ("**MPS**");
- o. Quarterly disclosure of the status of achieving the MPS;
- p. The details as to delisting plans, if any approved in the resolution plan;

22. In case of initiation of forensic audit, following disclosures shall be made:

- a. The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b. 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.

23. 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 in terms of regulation 30 of the Listing Regulations 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.

Mainstream media shall include print or electronic mode of the following:

- a. Newspapers registered with the Registrar of Newspapers for India;
- b. News channels permitted by Ministry of Information and Broadcasting under Government of India;
- c. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
- d. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

24. 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:

- a. search or seizure; or
- b. re-opening of accounts under section 130 of the Companies Act, 2013; or
- c. investigation under the provisions of Chapter XIV of the Companies Act, 2013;

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.

25. 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:

- a. suspension;
- b. imposition of fine or penalty;
- c. settlement of proceedings;
- d. debarment;
- e. disqualification;
- f. closure of operations;
- g. sanctions imposed;
- h. warning or caution; or
- i. 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.

26. Voluntary revision of financial statements or the report of the Board under section 131 of the Companies Act, 2013.

List 2: Events which may be disclosed to the Stock Exchanges based on the test of materiality

The below events will be disclosed as soon as reasonably possible and not later than the following: (i) thirty minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken;

(ii) twelve hours from the occurrence of the event or information, in case it is emanating from within the Company; and

(iii) twenty four hours from the occurrence of the event or information in case it is not emanating from within the Company.

With respect to events for which timelines have been specified in Part A of Schedule III, the disclosures 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 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:

- i. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- ii. 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
- iii. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (A) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (B) 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;
 - (C) 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.
- iv. in a case where the criteria specified in (i), (ii) and (iii) is not applicable, any event / information may be treated as material if in the opinion of the Board is considered material and needs disclosure.

The Authorized Persons 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 Authorized Persons 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 events as stated below.

Description of events:

1. Commencement or any postponement in the date of commencement of commercial operations of any unit/division.
2. 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).
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) or any other agreement(s) which are binding and not in the 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 Company due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lock-outs etc.
 7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
 8. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.
 9. Frauds or defaults by employees of the Company which has or may have an impact on the Company.
 10. Options to purchase securities, including any employees stock option plan / employees stock purchase scheme.
 11. Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.
 14. Any other event which is in the nature of major development that is likely to affect business of the Company and brief details thereof and any other information or information exclusively known to the Company which may be necessary to be disseminated to enable the holders of the securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

For more information about
Tata Technologies and what we
can do to help create better
products for your customers,
visit: www.tatatechnologies.com

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