

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

Version Control					
Version	Effective Date	Author	Reviewer	Approver	Notes
1.0	April 01, 2016	Mruthunjaya Murthy - Company Secretary and Compliance Officer	Ravi Vishwanath - Chief Financial Officer	Board of Directors	First Version of the document
2.0	May 18, 2022	Alaka Chanda - Company Secretary and Compliance Officer	Ramani Dathi - Chief Financial Officer	Board of Directors	Annual Policy Review
3.0	November 08, 2023	Alaka Chanda - Company Secretary and Compliance Officer	Ramani Dathi - Chief Financial Officer	Board of Directors	Amendment pursuant to changes in existing law
4.0	May 22, 2024	Secretarial Department	Alaka Chanda - Company Secretary and Compliance Officer	Board of Directors	In alignment with Amendments in SEBI LODR

TeamLease Services Limited Restricted

This Policy for Determination of Materiality for Disclosure of events of information (Policy) is not to be copied or distributed without the express written consent of TeamLease Services Limited. No part of this document may be used for purposes other than those intended by TeamLease Services Limited.

Amendment: The Board of Directors on its own and / or as per the recommendations of the Committee can amend this policy, as and when deemed fit.

In case of any amendments(s), clarification(s), circulars(s) etc., issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circulars(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarifications(s), circular(s) etc.



1. INTRODUCTION

This Policy is framed in accordance with the requirements of the SEBI Regulations, notified on September 02, 2015 which shall be effective from December 01, 2015 and other SEBI Circulars specified in this regard. SEBI LODR mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors.

TeamLease Services Limited (TeamLease/Company) is committed to corporate governance practices that are benchmarked with international standards and best practices. The Company recognizes its responsibility to its investors for disseminating material information in a fair, transparent and timely manner. Accordingly, the Company via this Policy is setting out the criteria for determining materiality and their appropriate disclosures. Equity shares of the Company are listed and traded in India on BSE Limited and National Stock Exchange of India Limited.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to determine events/information which are material and have a bearing on the performance/operation of the Company and/or are price sensitive in nature and to follow best in class Corporate Governance practices with respect to disclosures, to ensure timely, adequate, and accurate disclosure of information on an ongoing basis.

3. SCOPE & APPLICABILITY OF THE POLICY

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") require a Company to disclose events or information which, in the opinion of the Board of the Company, are material.

The SEBI Regulations have classified disclosure of such events, into the following categories:

- (i) Events which are considered to be **deemed material events**, and which need to be disclosed without application of the "materiality criteria". These events as specified by SEBI in **Para A of Part A of Schedule III**.
- (ii) Events which need to be disclosed based on the application of the "**materiality criteria**". These events as specified by SEBI in **Para B of Part A of Schedule III**.
- (iii) Events specified in **Annexure A** shall require disclosure if the event or information viz major development that is likely to affect business.

In case the Company does not disclose any such specified details, it shall state appropriate reasoning for the same as part of the disclosure.

4. DEFINITIONS

1. **“Board of Directors”** or **“Committees”** shall mean Board of Directors or Committees of TeamLease Services Limited.
2. **“Company”** means TeamLease Services Limited, its subsidiaries, associates.
3. **“Disclosure”** means Disclosure using means and methods as per this Disclosure Policy.
4. **“Disclosure Committee”** shall mean Committee constituted under this Disclosure Policy comprising of the Executive Directors and Chief Financial Officer and the Company Secretary of the Company.
5. **“Disclosure Policy”** means this Policy.
6. **“Material Events or Information”** mean Events or Information as defined under Schedule III Part A and Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
7. **“Price Sensitive Information”** has the meaning referred to in the Company’s Code of Conduct to Regulate, Monitor and Reporting of Trades by Insiders read with the SEBI (Prohibition Insider Trading) Regulations, 2015.
8. **“Key Managerial Personnel”** shall have the meaning as defined under the Companies Act, 2013.
9. **“Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
10. **“Material Price Movement”** means as specified by the Stock Exchanges.
11. **“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.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and SEBI LODR or any other applicable laws or regulations to the extent applicable to the Company.

5. COMMITMENT TO CONTINUOUS DISCLOSURE

The Company is fully committed in disclosing the material events and information within the timelines specified under the Listing Regulations. To ensure that this Policy is fully adopted across the organization, the Company has developed an internal SOP detailing the following:

- Key principles detailing the statutory requirements
- “Disclosure Committee” who shall be responsible for identifying any potential material event or information that will require reporting to stock exchange(s).
- Reporting Procedures to be followed across the organization
- Internal Communication and Sensitization

The “Disclosure Committee” shall be responsible in ensuring that the Company complies with the disclosure obligations by mainly focusing on the following:

- Ensuring that adequate processes and controls are in place for identification of information requiring disclosure.
- Determining the appropriate time at which the disclosures are to be made to the stock exchanges based on the assessment of actual time of occurrence of an event or information and ensuring that disclosures are disseminated within stipulated timelines.
- Considering such other events or information that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, proper time and contents of disclosure for such matters.
- Ensuring internal SOP is being followed across the organization in true letter and spirit.

6. CRITERIA FOR DETERMINING THE MATERIALITY OF EVENTS OR INFORMATION

The following criteria are to be considered for determining materiality of events or information:

1. Omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. 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
3. 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;

4. In case where the criteria specified in clauses (1), (2) and (3) are not applicable, an event or information may be treated as being material if in the opinion of the Disclosure Committee of the Company, the event or information is considered material.

Any continuing event or information which became material pursuant to notification of these amendment regulations stands at NIL.

5. The Company shall also promptly inform the Stock Exchange(s) of all events or information which are specified under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI LODR").

6. The Board of directors of the Company shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Regulation 30 read with Schedule III of SEBI LODR and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website. For this clause, Ms. Alaka Chanda, Company Secretary & Compliance Officer; Ms. Ramani Dathi, Chief Financial Officer and Mr. Ashok Reddy, Managing Director & CEO be and are hereby severally authorised.

7. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

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

9. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

10. The Company 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 rumour of an impending specific event or information in terms of the provisions of this regulation is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the reporting of the event or information.

Provided further that if the company confirms the reported event or information, it shall also provide the current stage of such event or information.

“Provided further that when the Company confirms within twenty four hours from the trigger of material price movement, any reported event or information on which pricing norms provided under Chapter V or Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or pricing norms provided under Regulation 8 or Regulation 9 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or pricing norms provided under Regulation 19 or Regulation 22B of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 or any other pricing norms specified by the Board or the stock exchanges are applicable, then the effect on the price of the equity shares of the Company due to the material price movement and confirmation of the reported event or information may be excluded for calculation of the price for that transaction as per the framework as may be specified by the Board.”

11. The promoter, director, key managerial personnel or senior management of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the company in order to ensure compliance with the requirements under sub-regulation 11 of this regulation 30 and the listed entity shall disseminate the response received from such individual(s) promptly to the stock exchanges.”

12. The format of disclosure shall be as prescribed by SEBI under Listing Regulations from time to time.

7. TIMELINES FOR DISCLOSURE OF INFORMATION

The Company will disclose all the material events / information and such other filings as required under the Listing Regulations as per the timelines prescribed thereunder as detailed below:

Nature of Information	Timelines for Disclosure
<p>Developments happening or information originating within the Company</p> <p><i>This shall include the following:</i></p> <ul style="list-style-type: none"> • Any internal event / information which is likely to be considered as material. • Any external event / information which is materially impacting the Company including its subsidiaries and if the same has been formally communicated 	<ul style="list-style-type: none"> • Events / Information requiring Board approval: <p>Within 30 minutes from closure of Board meeting in which matter is approved.</p> <ul style="list-style-type: none"> • Events / Information NOT requiring Board approval: <p>Within 12 hours.</p>

<p>Information originating outside the Company that is informed by a third party</p> <p><i>This shall include the following:</i></p> <ul style="list-style-type: none"> • Any external event / information which is materially impacting the Company including its subsidiaries and if the same has NOT been formally communicated 	<p>Within 12 hours.</p>
<p>Outcome of Board Meeting for matters specified in Schedule III</p>	<p>Within 30 min of the conclusion of Board Meeting.</p>
<p>Schedule of Analysts or Institutional Investors Meet</p>	<p>Atleast 2 working days in advance (excluding the date of the intimation and the date of the meet).</p>
<p>Presentation and Audio / Video recording of Analyst / Investor Meet</p>	<p>Before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier.</p>
<p>Transcripts of Analyst / Investor Meet</p>	<p>Within 5 working days of conclusion of such call.</p>
<p>Agreements binding the Company as specified in Clause 5A of Para A of Part A of Schedule III of Listing Regulations</p>	<p>Any Future Agreement where the Company is NOT a party to the agreements:</p> <p>All the Shareholders, Promoters, Promoter Group Entities, Related Parties, Directors, Key Managerial Personnel And Employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements, shall inform the Company about the agreement to which Company is not a party, within 2 working days of entering into such agreements or signing an agreement to enter into such agreements.</p> <p>The Company shall then inform the Stock Exchange(s) within 24 hours of receipt of this information.</p> <p>Any Future Agreement where the Company is a party to the agreements:</p> <ul style="list-style-type: none"> • Agreements post Board approval: <p>Within 30 minutes from closure of Board</p>

	<p>Meeting in which Agreement is approved.</p> <p>• Events/Information requiring Board approval:</p> <p>Within 12 hours of entering into such agreements or signing an agreement to enter into such agreements</p>
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8. ANALYST AND INVESTOR MEETS

The Company participates in various Analyst and Investor Meets from time to time. In such meets, the Company shall ensure the following:

1. No Market sensitive information will be disclosed at these meetings unless it is simultaneously released to the Stock Exchange(s).
2. If market sensitive information is inadvertently released, it will be released to the Stock Exchange(s) as soon as possible but not later than timelines specified under Listing Regulations.
3. Questions that deal with market sensitive information, shall not be answered by the Management.
4. Schedule of Quarterly Calls and Group Calls shall be intimated to Stock Exchange(s) as per the timelines specified under Listing Regulations. However, this does not include one on one interaction.
5. Quarterly Investor Calls will be recorded and submitted with Stock Exchange(s) and hosted on website. However, Group Calls (Other than non-quarterly calls) and one on one calls will not be treated as above.
6. Investor Presentations shall also be made available on the Company's website.

9. COMMUNICATION DURING QUIET PERIOD/CLOSED TRADING WINDOW

The Company will observe such periods during which authorized representatives (except with the approval of the Disclosure Committee) will not meet with members of the investor community to discuss financials and/or operational results.

This period includes, but is not limited to, attendance at investor conferences, group meetings and one-on-one meetings but does not include social gatherings, get together with investor groups as opposed to one on one meetings. During this period, the Investor Relations Department will answer only questions in the nature of clarification of historical information or understanding of overall business.

During the Closed Trading Window, any Disclosure or a Press Release or Press Conference will be permitted only after obtaining prior approval from the Disclosure Committee. This shall include disclosures made internally to the Employees in Group mailers about a deal win or termination of contract, etc.

Exception: Approval of the Committee will not be required if the disclosure is made internally to the Employees in Group mailers about a deal win or termination of contract, during an open trading window and if the threshold limits for Disclosure as per internal guidelines of this Policy are not crossed. Strategic Marketing Team is empowered to take a view on such internal disclosures within those thresholds and in similar announcements in Blogs etc. within the thresholds as per internal guidelines of this Policy without a formal requirement for disclosure to the Stock exchange, Media etc.



10. UNINTENDED OR INADVERTANT DISCLOSURES

In the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company it shall be immediately rebutted or clarified to the target audience as soon as possible to minimize any impact due to such unintended or inadvertent disclosures.

11. ARCHIVAL POLICY

As prescribed under Regulation 30(8) of the Listing Regulations, the Company shall disclose on its website all such events or information which are disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the discretion of the Company Secretary, who may decide to retain the information hosted or discard the same.



ANNEXURE A

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 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.

Without prejudice to the generality of disclosure requirements under **Para A and B of Part A of Schedule III** and Annexure A above, the Company may make disclosures of event/information as specified by SEBI from time to time.
