

Policy for determination of Materiality for Fair Disclosure of Material Events/Unpublished Price Sensitive Information to Stock Exchange(s) and Archival Policy

Version – 1

Effective from August 12, 2026

(Adopted by Board of Directors in Board meeting held on August 12, 2026)

[Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Spectrum Talent Management Limited
Regd. Office: B-46, Retreat Apartments, 20 I.P Extension, Delhi-110092, India

CIN: L51100DL2012PLC235573
Website: **www.stmpl.co.in**

Part I - Policy for determination of Materiality for Fair Disclosure of Material Events/Unpublished Price Sensitive Information to Stock Exchange(s)

A. OBJECTIVE

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("Listing Regulations")** a listed entity is required to formulate a policy for determination of materiality for disclosure of events or information to Stock Exchanges **("the Policy").**

The objective of this Policy is to fix criteria for determination of materiality of an event / information in relation to Spectrum Talent Management Limited **("Company")** to ensure timely and adequate disclosure of material events/information to the stock exchanges.

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.

The Policy shall be read together with Company's Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and Policy for Determination of Legitimate Purpose formulated under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Policy shall assist the relevant employees of the Company in identifying any potential event or information in objective manner and reporting the same to the Authorized Personnel (as defined elsewhere in the Policy), for making the necessary disclosures to the stock exchange(s).

All provisions of Regulation 30 read with Schedule III of the Listing Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

B. DEFINITIONS & INTERPRETATION

In this Policy, unless the context otherwise requires:

a) **"Act"** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.

b) **"Board of Directors"** shall mean the Board of Directors of the Company.

c) **"Company"** means Spectrum Talent Management Limited.

d) **"Key Managerial Personnel"/"KMP"** means key managerial personnel as defined under Section 2(51) of the Act.

e) **"Listing Regulations"** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

f) **"Net Worth"** shall have the meaning assigned to it in Section 2(57) of the Act.

g) **"Policy"** means this policy, as amended from time to time.

h) **"SEBI"** means the Securities and Exchange Board of India.

i) **"Stock Exchange(s)"** means the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(k) **"Turnover"** shall have the meaning assigned to it in Section 2(91) of the Act.

Words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the Listing Regulations, the Act and or other applicable laws and amendments thereunder.

All other words and expressions used but not defined in this Policy but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or reenactment thereto, as the case may be.

C. DISCLOSURE REQUIREMENTS

1. The events as specified in Para A of Part A of Schedule III of the Listing Regulations (as may be applicable / amended from time to time) shall be disclosed irrespective of materiality.

2. The events as specified in Para B of Part A of Schedule III of the Listing Regulations shall be disclosed on application of the guidelines for materiality.

   While making disclosure under clause 1 & 2 above, the Compliance Officer shall ensure the compliance with the requirements of the SEBI Disclosure Circular.

3. 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 the Listing Regulations.

4. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof.

5. 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.

6. The Company shall comply with the provisions of SEBI Disclosure Circular to determine the timing of occurrence of an event or information.

D. GUIDELINES FOR DETERMINATION OF MATERIALITY

'Materiality' shall be determined on a case-to-case basis depending on specific facts and circumstances relating to the event or information.

The Company shall apply the following guidelines for determining Materiality of event(s)/information for the purpose of Clause C(2) referred above:

1. the omission of an event or information:
   a) which is likely to result in discontinuity or alteration of event or information already available publicly; or
   b) which is likely to result in significant market reaction if the said omission came to light at a later date; or
   c) **whose value or the expected impact in terms of value exceeds the lower of the following:**
      - **2%** of Turnover, as per the last audited financial statements of the Company;
      - **2%** of Net Worth, as per the last audited financial statements of the Company, except in case of the arithmetic value of the Net Worth is negative;
      - **5%** percent of the average of absolute value of profit or loss after tax, as per the last three audited financial statements of the Company.

In case where the criteria(s) specified in (a), (b) and (c) above are not applicable, if in the opinion of the Board of Directors or KMPs authorised by the Board of Directors, the event / information is considered Material.

E. AUTHORITY FOR DETERMINING MATERIALITY

As prescribed under Regulation 30(5) of the Listing Regulations, the Board of Directors has authorised the Key Managerial Personnel [KMPs] i.e. Chief Executive Officer, Chief Financial officer and Company Secretary (CEO, CFO & CS) ("**Authorized Personnel(s)**)" for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) within the applicable timelines.

The KMPs are also empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.

Any event or information, including the information specified in Para A and Para B of Part A of Schedule III of the 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.

The KMPs shall have the following powers and responsibilities for determining the material events or information:

a) 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.

b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges based on an assessment of actual time of occurrence of an event or information.

c) 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.

d) To formulate operational guidelines for deployment of this Policy.

There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Personnel(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company.

F. TIME FRAME FOR DISCLOSURES TO THE STOCK EXCHANGES-

As per the Listing Regulations and SEBI Circulars as may be supplemented and/or amended from time to time.

G. LAWS TO TAKE PRECEDENCE AND AMENDMENT

In the event any of the provisions of this Policy are in conflict or inconsistent with the provisions of applicable laws, then the provisions of applicable laws shall prevail over the Policy to that extent and the Policy shall be deemed to have been amended so as to be read in consonance with applicable laws. This Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circulars as may be supplemented and/or amended from time to time.

In case any changes in the applicable laws or interpretation thereof necessitates any change to the Policy, then this Policy shall be read so as to accommodate the changes.

The Board of Directors of the Company shall make such alterations to this Policy as and when necessitated or as deemed fit, provided they are not inconsistent with the provisions of the applicable laws.

H. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

I. Contact Details

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

PART II - ARCHIVAL

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.