

**TAAL TECH LIMITED**  
**(FORMERLY KNOWN AS TAAL ENTERPRISES LIMITED)**

**VIGIL MECHANISM /WHISTLE BLOWER POLICY**

❖ **Introduction**

The Board of Directors of TAAL Tech Limited (formerly known as TAAL Enterprises Ltd.) has adopted this policy in accordance with the requirements of the SEBI (LODR) Regulations, 2015 & the Companies Act, 2013. SEBI through SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has directed listed entities to formulate policies & procedures for inquiry in case of leak/ suspected leak of unpublished price sensitive information.

In order to achieve its objectives of developing and maintaining sound business governance, ethical and legal standards, TAAL Tech Limited ("the Company") has formulated a Whistle Blower Policy ("the Policy") to encourage employees to report genuine concerns including instances of leakage/ suspected leakage of Unpublished Price Sensitive Information, etc. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. It, also, provides for adequate safeguards against victimization of person(s) who use such mechanism. The Policy is for directors and employees of the Company and invites them to act responsibly to uphold the reputation of the Company.

❖ **Terms and References**

**1. Employee:** is every Bonafide employee currently in the employment of the Company

**2. Retaliation/Victimization:** Retaliation is any act, direct or indirect, recommended or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy. Retaliation includes overt/covert acts of Discrimination, Reprisal, Threat and Harassment.

**3. Unpublished Price sensitive information** (hereinafter referred to as "**UPSI**") means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to information relating to the following:

- (a) Financial Results;
- (b) Dividends;
- (c) Change in capital structure
- (d) \*Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business [, award or termination of order/contracts not in the normal course of business] and such other transactions;
- (e) \*Changes in key managerial personnel;
- (f) \*Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (g) \*Change in rating(s), other than ESG rating(s);
- (h) \*fund raising proposed to be undertaken;
- (i) \*agreements, by whatever name called, which may impact the management or control of the company;
- (j) \*fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- (k) \*resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (l) \*admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (m) \*initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (n) \*action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (o) \*outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (p) \*giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (q) \*granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

***[(\*) Amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2025 (w.e.f. June 10, 2025).]***

**4. Whistle-blower:** means any Employee who raises a concern in accordance with this Policy.

**5. Whistle Blowing ‘Concern’ or ‘Complaint’:** Whistle blowing (also referred to as ‘complaint’ or ‘concern’) can be described as attracting management's attention to information about potentially illegal and/or unacceptable practices. Employees can raise concerns/issues, if any, which they have on the following or possibilities/apprehensions of: • Breach of any law, statute or regulation by the Company; • Acts resulting in financial loss or loss of reputation; • Suspected/actual fraud and criminal offences; • Unethical behaviour; • Violation of the Company’s Code of Conduct. • Leakage of unpublished price sensitive information; • corruption, including bribery and money laundering; • breaches of the Code of Conduct.

**6. Vigilance Committee:** A Committee constituted to deal with the Complaints under this Policy and shall comprise of three members’ viz. Managing Director, Compliance Officer & Head - Human Resources of the Company. The Chairman of the Committee shall be the Managing Director of the Company or such other member as nominated by the Vigilance Committee.

**7. Audit Committee:** The Audit Committee means the Committee constituted by the Board of Directors of the Company in accordance with the applicable laws.

#### ❖ **Framework for ensuring compliance to the Policy**

The employee may send a communication directly in writing through a letter or through email to the Compliance Officer of TAAL Tech Limited, AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area, 7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India  
Email address: [secretarial@taal.co.in](mailto:secretarial@taal.co.in).

Within a reasonable time of receipt of the concern by the Compliance Officer, an acknowledgement shall be sent to the sender of the concern falling within the ambit of the Policy (where a return address or email address is available) informing that the genuineness of the concern would be inquired into, appropriately addressed and reported to the Chairman of the Vigilance Committee.

The Compliance Officer upon receipt of the concern or complaint shall immediately set in motion appropriate action to inquire into the matter and shall report the details of the genuine concerns received (without editing them) to the Vigilance Committee. Further action shall be taken by Vigilance Committee based on the directions and guidance of the Chairman of the Vigilance Committee. A concern shall be kept open until such actions are initiated / completed and its status shall be reported to the Chairman of the Vigilance Committee on a quarterly basis.

Inquiry into the concerns received under this policy shall normally be completed within 45 days of receipt of the concern.

Once the inquiry is completed, the Vigilance Committee shall communicate the actions to be taken, if any, to the concerned department head and track closure of such actions.

The concern shall be deemed as closed upon conclusion of the inquiry and taking of the disciplinary action.

Where the whistle blower is not satisfied with the outcome of the investigation carried out by the Vigilance Committee, or in exceptional cases, Employees have a right to make an appeal against the outcome of the vigilance committee or directly report concerns to the Chairman of the Audit Committee of the Board of Directors of the Company by sending a written communication (letter) marked "Private and Confidential", delivered and addressed to the Chairman of the Audit Committee, TAAL Tech Limited, AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area, 7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India or by email to [secretarial@taal.co.in](mailto:secretarial@taal.co.in).

#### ❖ **Prevention of victimization of employees raising any concerns under the Policy**

Any employee who raises a concern under the Policy will be protected, if the employee discloses the information in good faith, believes it to be substantially true, does not act maliciously nor makes false allegations and does not seek any personal or financial gain.

The Company will not tolerate any attempt on the part of anyone to apply any sanction or disadvantage or to discriminate against any person who has reported to the Company serious and genuine concern that they may have concerned an apparent wrong doing.

Protection under the Policy shall be available to the employee who raises the concern under this Policy till such time that the complainant's employment subsists with the Company.

An employee who wishes to raise a concern in respect of any disciplinary action or any act of retaliation as defined in this Policy against the concerned employee can do so within 3 months of such action or act of retaliation. After this time period has elapsed, the concern, if raised, shall not be treated as a concern under this Policy.

Any attempt on the part of any employee to misuse the policy for personal advantage will be dealt with strictly by the HR Head.

#### ❖ **Confidentiality and Anonymity**

Employees may send communications on an anonymous basis. If an employee chooses to disclose his or her identity, the same will be treated in confidence and the recipient shall not disclose the same. This would not have any impact on the employee's performance appraisal; assignment of work or other matters related to employment with the Company.

#### ❖ **Conflicts of Interest**

Where issue/matter concerns any member of the Vigilance Committee or the Audit Committee, that member of the Vigilance Committee or the Audit Committee shall be prevented from acting in relation to that serious concern. In case of doubt, the Board of Directors shall be responsible for determining whether a member of the vigilance committee or the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

#### ❖ **Review**

The Policy shall be reviewed by the Board at least once every three years and updated accordingly.