INNOTERRA LIMITED

(FORMERLY KNOWN AS MILKLANE DAIRY SERVICES PRIVATE LIMITED)

CIN: U52101MH2015PLC269084

Website: www.innoterra.in

Code of Conduct to Regulate, Monitor and Report Trading by Insiders

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1. INTRODUCTION

Trading in securities of a company by Designated Persons and their Immediate Relatives based on Unpublished Price Sensitive Information erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("Insider Trading Regulations").

In compliance with Regulation 9 of the Insider Trading Regulations, the board of directors of Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited), has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives ("Insider Trading Code" or "Code").

This document embodies the Insider Trading Code to be followed by the Company effective from the commencement of listing and trading of the equity shares of the Company on the stock exchange(s), i.e. BSE Limited or the National Stock Exchange of India Limited in accordance with applicable laws provided however that the relevant provision of the Code which are applicable to the companies 'proposed to be listed' shall become applicable on filing the offer document as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time

2. DEFINITIONS

"**Act**" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

"Applicable Law" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

"**Audit Committee**" means the audit committee constituted pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013

"**Board**" shall mean the Board of Directors of the Company. "Company" shall mean Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited).

"**Code**" or "**Code of Conduct**" means this "Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives" as amended from time to time.

"**Compliance Officer**" means the Company Secretary of the Company or any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board.

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

"**Connected Person**" means:

a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

- by being a director, Key Managerial person, officer or an employee of the company; or
- by reason of frequent communication with its officers; or
- by being in any contractual, fiduciary or employment relationship;
- holds any position including a professional or business relationship between himself and the Company whether temporary or permanent

b) Deemed to be a Connected Person: The persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- An Immediate Relative of Connected Persons specified in clause (a);
- A holding company or associate company or subsidiary company;
- An intermediary as specified in Section 12 of the Act or an employee or director thereof;
- An investment company, trustee company, asset management company or an employee or director thereof;
- An official of a stock exchange or of clearing house or corporation;
- A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
- A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013, as amended ("Companies Act, 2013");
- An official and/or employee of a self-regulatory organization recognized or authorized by the Board;
- A banker of the Company; or
- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest.

INNOTERRA

- Connected Person Includes Employees who have resigned and relieved from the services upto 6 months from the date of relieving.

"Contra Trade'' means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

"**Designated Persons**" means:

a. CEO and employees two level below CEO of the Company and its material subsidiary.
b. All Directors, Key Managerial Personnel, Senior Management Personnel, All Employees of designation Associate Vice President and above, Functional/ Departmental Heads, All employees in
Secretarial, Information Technology, Business Finance.
c. Employees in Finance & Accounts, Investor Relations, Tax, Audit, Legal, Risk & Assurance, Trust & Safety, Corporate Development, and Public Relations and other employees that have been granted
access to UPSI.
d. Employee of material subsidiaries designated as such on the basis of their functional role or as by Board of directors.
e. Support staff of co./ intermediary/ fiduciary e.g. consultants having access to UPSI.
f. Any other person identified by CEO/MD/CFO in consultation with the Compliance Officer on the
g. basis of their functional role and where such function would provide them access to UPSI.

"**Generally Available Information**" means information that is accessible to the public on a nondiscriminatory basis.

"**Insider Trading Regulations**" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

"**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Note: It is hereby clarified that "spouse" of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.

"**Insider**" means any person who is:

a) Connected Person; or

b) in possession of or having access to Unpublished Price Sensitive Information.

"**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013.

"**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.

"**Material Subsidiary**" shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately

preceding accounting year.

"Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.

"Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.

"Regulations" mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof.

"Relative" shall mean the following (this definition is to be considered only for identifying the deemed Connected Person):
(i) spouse of the person;

(ii) parent of the person and parent of its spouse;

(iii) sibling of the person and sibling of its spouse;

(iv) child of the person and child of its spouse;

(v) spouse of the person listed at sub - clause (iii); and

(vi) spouse of the person listed at sub - clause (iv).

"**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA") except units of a mutual fund.

"**Takeover Regulations**" means the Securities and Exchange Board India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or any modification thereof.

"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell,
deal in any securities, and "trade" shall be construed accordingly. It also includes:

a) pledging of the securities of the Company including revocation/invocation of the pledge.

b) a gratuitous transfer of any securities of the Company;

c) trading in the securities of the Company through a portfolio management account whether discretionary or otherwise and based on the investment advice rendered by any other investment advisor.

Trading would however not include dealing in mutual funds and exercise of employee stock options ("ESOPs") except for purpose of disclosures mentioned in this Code.

"**Trading Day**" means a day on which the recognized stock exchanges are open for Trading;

"**Trading Window**" shall have the meaning ascribed to the term in Clause 6.1(a);

"Stock Exchange" means a recognized Stock Exchange as defined under clause (f) of Section 2 of the SCRA.

INSIDER TRADING

"**Insider Trading**" is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market.

The definition of 'Trading' under the SEBI Regulations, is a wide one, and includes, amongst other things, subscribing, buying, selling, dealing, or agreeing to do any of those things. Further, creation of pledge, release of release and invocation of pledge of securities of the Company shall be construed as 'Trading'.

It is generally understood that Insider Trading includes the following:

- Trading by Insiders/ employees/ Designated Persons and their respective Immediate Relatives, while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or
- Communicating, providing, allowing access or tipping UPSI to others, including recommending any Trade in Securities of the Company, while in possession of, or having access to, such information.

For the sake of brevity, trading by Portfolio Managers on behalf of the Insiders is also considered as Insider Trading and hence the Designated Persons are expected to take due precaution while trading in Securities through Portfolio Managers.

Insiders have independent fiduciary duties to their company and its shareholders not to trade on UPSI relating to the company's securities. All Directors and Employees of the Company should consider themselves as Insiders with respect to UPSI about business, activities and Securities. Directors and Employees shall neither trade in Company's Securities while in possession of UPSI relating to the Company nor tip (nor communicate, provide or allow access except on a need-to-know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations) such information to others.

'**Unpublished Price Sensitive Information**" or "UPSI" means any information, relating to a 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:

1. financial results;

2. dividends;

3. change in capital structure;

4. merger, demergers, acquisitions, de-listings, disposals, expansion of business, award or termination of order/contracts not in the normal course of business1 and such other transactions;

5. changes in Key Managerial Personnel other than due to superannuation or end of term2;

6. resignation of a Statutory Auditor or Secretarial Auditor.

7. change in rating(s), other than ESG rating(s);

8. fund raising proposed to be undertaken;

9. agreements, by whatever name called, which may impact the management or control of the company;

10. 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;

11. resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;

12. 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;

13. 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;

14. 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;

15. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

16. 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;

17. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause 10:

a. '**Fraud**' shall have the same meaning as referred to in 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 have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

3 . COMPLIANCE OFFICER

a) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company.

b) The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons.

c) The Compliance Officer shall ensure proper assistance to all the employees / directors in addressing any
clarifications regarding the Insider Trading Regulations and this Code.

d) The Compliance Officer shall in consultation with the chairman and/or managing director and the Board specify prohibited period (i.e. closure of the Trading Window) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.

e) The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code. The Compliance Officer shall report to the Board and in particular, shall provide reports to the chairman of the audit committee, if any, or to the chairman of the Board at the beginning of each financial year.

4. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

a) All UPSI is to be handled on a "Need to Know" basis, i.e. UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or likelihood of misuse of the information. In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to give UPSI to any person on a 'need to know' basis, under intimation to the Compliance Officer

b) No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities, to any person including other insiders except where such communication is in furtherance oflegitimate purposes, performance of duties or discharge of legal obligations.

c) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

d) However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

e)

i. entails an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

Ii. does not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

e) For the above purposes, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this clause and shall not otherwise trade in securities of the Company when in possession of UPSI.

f) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

5. PROHIBITION ON INSIDER TRADING

1. An Insider shall not, directly or indirectly, –

i. Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
ii. Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
iii. provide advise/ tips to any third party on trading in Company's securities while in possession of UPSI.

2. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.

3. Trading in Securities of other companies: No Insider may, while in possession of unpublished price sensitive

information about any other public company gained in the course of employment with the Company, (a) Trade in the Securities of the other public company, (b) "tip" or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

4. No Insider may take positions in derivative transactions in the Securities of the Company at any time.

5. The restriction in 5 (1) above may not apply to:

(a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;

(b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;

(c) a transaction carried out pursuant to statutory or regulatory obligation;

(d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre-determined with applicable regulations; and

(e) Trades pursuant to a Trading Plan (as defined below) set up in accordance with these Rules and SEBI Regulations.

When a person has Traded in securities while in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The exceptions in paragraph 5(5) above reflect the statutory exceptions in Regulation 4(1) of the SEBI

Regulations, and nothing above shall preclude the prior approval or other requirements in relation to Trading in Company's Securities under the Code, as set out herein.

6. TRADING WINDOW AND PRE- CLEARANCE OF TRADES

a) Trading Window

i. Other than the period(s) for which the 'Trading Window' is closed as prescribed hereunder, thesame shall remain open for trading in the Securities of the Company by the Designated Persons and their Immediate Relatives. Trading Window will be closed from the commencement of every quarter till 48 hours after the declaration of financial results. The gap between clearance ofaccounts by the audit committee and the Board meeting should be as narrow as possible and preferably on the same date to avoid leakage of material information.

ii. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.

iii. No Designated Person and their Immediate Relatives shall trade in the securities of the Company when the Trading Window is closed.

iv. It shall be the responsibility of the Designated Persons to advice their Immediate Relatives of Trading Window period closures.

The trading window restrictions shall not apply in respect of transactions:

- off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.

- transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision.

- transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- trades executed as per the Trading Plan set up in accordance with the Code.

• pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.

• transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

b) Pre- clearance of Trades

i. All Designated Persons who intend to Trade in Securities of the Company (either in their own name or through their Immediate Relatives) i.e. buy or sell Securities during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out (Form F) given in this Code for pre- clearance of the transaction to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI.

ii. The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

iii. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this policy.

iv. The Board of Directors of the Company shall be the approving authority for the pre-clearance application of Compliance Officer.

7. ESOPS OF THE COMPANY

Exercising of ESOPs of the Company by its employees may be made at any time in accordance with the ESOP schemes of the Company irrespective of trading window restrictions. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

i. No prior approval is required for exercising options under ESOP schemes of the Company. However, pre-clearance should be obtained by Designated Persons for sale of such shares and the Designate Persons shall confirm that he/she does not possess UPSI.

ii. There would be no minimum holding period requirement applicable for equity shares allotted pursuant to the ESOP schemes.

iii. Contra Trade shall not apply in case of exercise/ sale of equity shares allotted pursuant to the ESOP schemes.

8. OTHER RESTRICTIONS ON DESIGNATED PERSONS

i. No Insiders shall enter into derivative transactions in respect of Securities of the Company.

ii. All the pre-approved trades shall in respect of the securities of the Company shall be executed within seven Trading Days after the approval of pre-clearance is given, failing which, fresh preclearance for trades to be executed shall be obtained.

iii. The concerned persons shall disclose to the Company in the prescribed Form (Form E) the number of securities acquired or disposed of for which pre-clearances is obtained within two trading days of such transaction.

iv. The concerned persons shall disclose to the Company in the prescribed Form (Form E) the number of
securities not traded including reasons for such decision for which pre-clearances is obtained within two trading days of completion of three Trading days after the approval of preclearance is given.

v. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

vi. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.

vii. Any Designated person who is permitted to trade shall not execute a Contra Trade within six months. In case any Contra Trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved trading plan and trades done pursuant to exercise of employee stock options.

viii. In case trading in securities is necessitated by personal emergency, the holding period of six months as

specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed Form (Form G).

9. TRADING PLAN:

i. An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and may be carried public disclosure pursuant to which trades out on his behalf in accordance with such plan. This gives an option to persons who may be perpetually in possession of Unpublished Price Sensitive Information and enabling them to trade in securities in a compliant manner.

ii. Trading Plans shall:

a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

b) not entail overlap of any period for which another trading plan is already in existence;

c) set out the following parameters for each trade to be executed:

i. either the value of trades to be affected or the number of securities to be traded;

ii. nature of the trade;

iii. either specific date or time period not exceeding five consecutive trading days;

iv. price limit (shall be rounded off to the nearest numeral), that is an upper price limit for a buy trade and a lower price limit for a sell trade subject to the range as specified below (optional requirement):

- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price;
- for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price.

Explanation: Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

d) not entail trading in securities for market abuse

iii. The Compliance Officer shall review the trading plan made as above and shall assess whether the plan would have any potential for violation of the Insider Trading Regulations. He shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Insider Trading Regulations

a) Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

b) Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

iv. The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

v. The implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation.
If the very same unpublished price sensitive information is still in the insider's possession, the execution of the trading plan should not be commenced.

vi.If the Insider has set a price limit for a trade as provided under sub-clause (c) (iv), the insider shall execute the trade only if the execution price of the security is within such limit. If price of the securityis outside the price limit set by the insider, the trade shall not be executed.

vii. The compliance officer shall approve or reject the trading plan within two trading days of the receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed on the day of approval.

viii. Non-implementation of the trading plan:
In case of non-implementation in full or partial of trading plan due to permanent incapacity or bankruptcy or operation of law or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

a) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any;

b) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting;

c) The Audit Committee shall decide whether such non-implementation (full/partial) was bona fid or not;

d) The decision of the Audit Committee shall be notified by the compliance officer on the same day
to the stock exchanges on which the securities are listed;

e) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per this Code.

The provisions regarding pre-clearance of trades, trading window norms and restrictions on Contra Trade shall not be applicable for a trade executed as per an approved Trading Plan.

10. TRADING BY PORTFOLIO MANAGERS

10.1. This Code is also applicable to Designated Persons who engage portfolio managers, discretionary or non-discretionary, to trade in securities and hence the Designated Persons are expected to take due precaution while trading in securities through portfolio managers by:

10.2 informing portfolio managers about closure of trading window;

10.3 Ensuring to seek pre-clearance, wherever applicable, when the portfolio manager proposes to trade in the Company's securities exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Co de;

10.4 Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code;

10.5 Prohibiting the portfolio manager to trade in securities of the Company at his own discretion or when the Designated Person is in possession of UPSI;

10.6. Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Designated Person, and therefore, the Designated Person will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

11. INTIMATION TO AUDIT COMMITTEE / BOARD/ STOCK EXCHANGES IN CASE OF VIOLATION

The Compliance Officer shall inform the Chairman of the Audit Committee, Chairman of the Board, cases of any violation of the Regulations / Code so that appropriate action may be taken. 13.2 The Company shall intimate to the Stock exchanges where its securities are listed and/or SEBI, in the form and such manner as may be specified by the SEBI from time to time of any violation of the Regulations.

12. INTERNAL CONTROLS FOR PREVENTION OF INSIDER TRADING

The Chief Executive Officer or Managing Director of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The Audit Committee shall review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

13. PROTECTION AGAINST RETALIATION AND VICTIMIZATION

An employee, whether a Designated Person or not, who makes a voluntary information disclosure relating to an alleged violation of the insider trading laws to SEBI shall not be discharged, terminated, demoted, suspended, threatened, harassed, directly or indirectly or discriminated by the Company irrespective of whether the information submitted is considered or rejected by SEBI or whether such employee is eligible for a reward under the Insider Regulations, by reason of:

A filing a Voluntary Information Disclosure Form ('VID Form') under the Insider Regulations for reporting an alleged violation of insider trading laws; testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

Employee for purpose of this clause means an individual, who during employment, whether contractual or regular, may become privy to information relating to violation of insider trading laws and files a VID Form under the Insider Regulations, and includes Designated Persons.

14. PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI

Employees can raise concerns against any alleged leak, or suspected attempt to leak UPSI, or unethical use of UPSI, in accordance with Insider Regulations, or as per the procedure prescribed under Company's Whistle Blower Policy (Code of Conduct of the Company).

Retaliation for reporting suspected violations, is strictly prohibited under the Code and the Company's Whistle Blower Policy. An employee who reports alleged violations of insider trading laws will be protected against any direct or indirect, discharge, discrimination, termination, demotion, suspension, threats, and harassment.

In the case of any leak or suspected of leak of UPSI, the Compliance officer shall adopt the following procedures:

i. Ascertain whether the information is price sensitive and unpublished.
ii. Determine whether the person who is suspected of having leaked the information is a Designated Person according to the Code and whether such person was authorised to possess such information.
iii. Ascertain the impact of the leak on the market and various stakeholders.
iv. Initiate an enquiry to ascertain the reasons for such leak or suspected leak and establish the certainty of the same.
v. Seek appropriate statements and declarations from the Designated Person who are found guilty of such leak of UPSI.
vi. Initiate appropriate disciplinary action on such Designated Person in accordance with the Code, including legal action, if considered necessary.
vii. Inform the SEBI about such leaks, enquiries and the outcome of such enquiries.

15. OTHER OBLIGATIONS OF DESIGNATED PERSONS W.R.T TRADE BY IMMEDIATE RELATIVES

- Designated Persons must seek to prohibit any dealing in Securities of Company by immediate relatives, stockbrokers at time and manner when Designated Persons would be prohibited from trading in Securities of Company under this Code.
- Designated Persons must ensure all his/ her Immediate Relatives:
- are aware of the fact that they are covered by this Code and that this Code applies to them;
- are aware of the No-Trading Period/ Trading Window Closure during which they should not deal in Securities of the Company
- Designated Persons must intimate Compliance officer as soon as it comes to his/her knowledge that his/ her immediate relatives has undertaken any trade in contravention to this Code.

16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

a) Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

b) The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the Insider Trading Regulations, the Company shall promptly inform the stock exchanges where securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.

c) Designated Persons who violate the Code may be subject to penalty imposed by the HR/ Audit Committee of the Company to be disgorged to SEBI Investor Education and Protection Fund and may also be subject to disciplinary action by the Company, which may include termination, wage freeze, suspension, recovery, claw back, withholding of promotions, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

17. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

a) Initial Disclosures

Every person on appointment as a Key Managerial Personnel or a Director of the Company shall disclose his holding of securities of the Company as on the date of appointment, to the Company within seven days of such appointment in the prescribed Form (Form B).

b) Continual Disclosures

i. Every Designated Person of the Company shall disclose to the Company in the prescribed Form (Form C) the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹10 lakhs. ii. The disclosure shall be made within two trading days of:

(i) the receipt of intimation of allotment of shares, or

(ii) the acquisition or sale of shares or voting rights, as the case may be.

(iii)Every Designated Person of the Company shall within 30 days of the beginning of every financial year, disclose to the Company in the Prescribed Form (Form H) prescribed details and the holding of such securities as at the end of the financial year and the details each purchase / sale of the securities during the financial year so ended. Any change in information provided earlier (other than holding of securities) shall be informed within 30 days of such in Form H.

(iv)The Company may, at its discretion, require any other Connected Person(s) to make disclosure of holdings and trading in securities of the Company in the prescribed form (Form D) and at such frequency as may be determined by the Compliance Officer.

c) Any off-market trade shall be reported by the Insiders to the company within two working days.

d) Disclosures by the Company to the Stock Exchange(s)

i. Within two trading days of the receipt of intimation under Clause 8(b)(i) the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

ii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of five years.

16. MISCELLANEOUS

a) The Board shall be empowered to amend, modify, and interpret this Code of Conduct and such Rules and same shall be effective from such date that the Board may notify in this behalf.

b) The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.

c) The Compliance Officer shall maintain:
(a) an updated list of Designated Persons, and

(b) records of disclosures and pre-clearance applications and undertakings for a period of eight years; and

(c) any other information that is required pursuant to SEBI Regulations.

d) The Board is required to ensure that a structured digital database is maintained of every person in possession of UPSI (i) containing the nature of UPSI; (ii) names of such persons who have shared the information; (iii) names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

16. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

17. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

ANNEXURES

The Designated Person shall make disclosures in below format(s), as applicable.

Annexure 1

Form F

APPLICATION FOR PRE-TRADING APPROVAL

(For use by Designated Employees and their immediate relatives in case of trading in the securities of Company above Rs. 10 Lakhs in value in a calendar quarter)

To,
Compliance Officer,
Innoterra Limited (ISIN: ______)
BSE Script Code: _________

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe______equity shares of the Company as per details given below:

1.	Name of the applicant & Name of the relative (If applicable)	
2.	Approval sought for:	Self/ Dependent Family Members (DFM)
3.	Name of DFM and Relationship (in case of DFM)	
4.	PAN	
5.	PAN of DFM	
6.	Employee Code/ID	
7.	Designation	
8.	Number of securities held as on date	
9.	Folio No. / DP ID / Client ID No.	
10.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
11.	Proposed date of trading in securities	
12.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
13.	Current market price (as on date of application)	
14.	Whether the proposed transaction will be through stock exchange or off-market trade	
15.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature:________________ Date:
Name: Place:
Designation:

Annexure 2
(Form F shall be accompanied by the Undertaking)

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
Compliance Officer,
Innoterra Limited (ISIN: ___________)
Script Code:

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare:

i. THAT I do not have access and /or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking.

ii. In the event that I have access to or receive any UPSI after the signing of this undertaking but before executing the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
   i. that I have not contravened the provisions of the Code of Conduct as notified by the Company from time to time.
   ii. In the event of this transaction being in violation of the Code of Conduct or the applicable laws;

      (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,

      (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

iii. I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

iv. THAT I hereby undertaken not to make contra trade transactions in the securities of the company

v. THAT I have made a full and true disclosure in this regard to the best of my knowledge and belief.

vi. THAT I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading of the company.

Signature:________________ Date:

Name: Place:
Designation:

Annexure 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: Designation: Place:

Sub: Pre-clearance of transaction in Company's Securities

Ref: Your application dated, 20 for pre-clearance of transaction for securities of the Company in your name / in the names of _______.

This is pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

With reference to your above application seeking pre-clearance of your transaction in securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of the Code, the aforesaid transaction shall be executed **within seven Trading Days** from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,
For Innoterra Limited
COMPLIANCE OFFICER
Date:
Encl: Format for submission of details of transaction

Annexure 4
Form E

DISCLOSURE OF TRANSACTIONS WITH REFERENCE TO PRE-CLEARANCE APPROVAL OBTAINED
(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
Compliance Officer,
Innoterra Limited (ISIN: ____)
Script Code:

I hereby inform that, I
- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to securities as mentioned below on __________ (date) (Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:_______________
Name:
Designation:

Date:
Place:

Annexure 5
Form A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(a) read with Regulation 6(2) – Initial Disclosure to the company]

To
The Company Secretary & Compliance Officer,
Innoterra Limited (ISIN: ____)
BSE Script Code:

Details of Securities held by Promoter, Key Managerial Personnel, Director and such other persons as mentioned in Regulation 6(2) of SEBI PIT Regulations.

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate Relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For e.g.	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Signature: ________________________________
Name: Place:
Designation: Date:

Annexure 6
Form B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a director/ KMP/ Promoter/Member of the promoter group]

To
The Company Secretary & Compliance Officer,
Innoterra Limited (ISIN: ___)
BSE Script Code: ___

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ member of the promoter group/immediate Relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/member of the promoter group	Securities held at the time of becoming Promoter/ appointment of Director/ KMP or member of the promoter group		% of Share holding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP		
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.		Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*
Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature: ______________________________
Name: Place:
Designation: Date:

Annexure 7
Form C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) – Continual Disclosures]

To
The Company Secretary & Compliance Officer,
Innoterra Limited (ISIN: ____)
Script Code:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/member of the promoter group/Designated Person/Directors/immediate relatives to/others Etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market / Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			Type of Contract	Contract Specification	Buy		Sell		
																Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	16	17	18	19	20	21	22

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*
Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Signature **Date**
Name & Designation
Place

Annexure 8

Form D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3)- Transactions by other connected persons as identified by the Company

To

The Company Secretary & Compliance Officer,

Innoterra Limited (ISIN: ____)

Script Code: _____

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address of other connected persons as identified by the company.	Connection with the company	Securities held prior to acquisition/disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer	Exchange on which the trade was executed	Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation / Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights	No. and % of shareholding	From	To				Type of Contract	Contract specifications	Buy		Sell		
																	Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts * lot size)	

								enti tlem ent, etc.)													
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature **Date**

Name & Designation **Place**

Annexure 9

Form H

ANNUAL DISCLOSURE

To,
The Company Secretary & Compliance Officer
Innoterra Limited (ISIN: ____)
BSE Script Code: ____

<u>Ref: Annual Disclosure of shareholding in terms of the Code of Conduct for Prevention of Insider Trading by Designated Person.</u>

I,_____(Name)_______(Designation and Department, if applicable),_______________(Mobile Number-self) along with my immediate relatives* and persons with whom I have material financial relationship# (*as defined in the Code)* hold shares in the company as under:

i. DETAILS OF HOLDINGS AND DEALINGS BY SELF:

No. of shares held on April 1, ___ (beginning of the year)	Securities bought during the year			No. of shares sold during the year			Identified Account through which dealing was done [DP ID & Client ID/ Folio No.]	No. of shares held on March 31, ___ (end of the year)
	Date of Purchase	No. of Shares Purchased	Date and No. of Pre-Clearance Order	Date of Sale	No. of Shares sold	Date of Pre-Clearance Order		

ii. DETAILS OF HOLDINGS AND DEALINGS BY SELF:

S. No.	Name and	No. of shares	Securities bought during the year	No. of shares sold during the year	Identified	No. of

	Relationship	held on April 1, ___ (beginning of the year)	Date of Purchase	No. of Shares Purchased	Date and No. of Pre-Clearance Order	Date of Sale	No. of Shares sold	Date of Pre-Clearance Order	Account through which dealing was done [DP ID & Client ID/ Folio No.]	shares held on March 31, ___ (end of the year)

Signature: **Date:**

Name: **Place:**

Designation:

** "Immediate Relative" of a person means a spouse, dependent or independent, and includes parent, sibling and child of that person or his/her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to trading insecurities.*

#. "material financial relationship" means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

Note:

To be submitted within 30 days of the end of the financial year.

Use separate sheet if required. Information should be in above format only.

Annexure 10

Report by Innoterra Limited for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[For listed company: Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

For Intermediary/Fiduciary: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	***Particulars***	***Details***
1	*Name of the Listed company/intermediary/Fiduciary*	
2	*Please tick appropriate checkbox Reporting in the capacity of :* *Listed Company* *Intermediary* *Fiduciary*	
3	*Name of the Designated Person (DP)* *Name of the immediate relative of DP, if reporting is for immediate relative*	
4	*PAN of the DP* *PAN of the immediate relative of DP if reporting is for immediate relative.*	
5	*Designation of DP*	
6	*Functional Role of DP*	
7	*Whether DP is Promoter/Promoter Group/holding CXO level position (e.g. CEO, CFO, CTO etc.)*	
8	*Transaction details*	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs) (Data-wise)	
9	*In case of value of trade(s) is more than Rs. 10 lacs in a calendar quarter)* *a) date of intimation of trade(s) by concerned DP/director/ promoter/ promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015*	
	b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10	*Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015*	
11	*Action taken by Listed company /Intermediary/ Fiduciary*	

12	*Reasons recorded in writing for taking action stated above*	
13	*Details of the previous instances of violations, if any, since last financial year*	
14	*Any other relevant information*	

Yours faithfully
Name of Compliance Officer

(signature)

PAN:
Email ID:
Mobile Number:

Date:
Place:

FORM G APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(h) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]
To,
The Company Secretary/Compliance Officer,

Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited)

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's' Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to ________________________securities of the Company held by me/ (name of family dependent)/jointly acquired by me on (date).

I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you

Your faithfully,

Name of Applicant
Designation
Employee Code No.:
Date