INNOTERRA LIMITED

(FORMERLY KNOWN AS MILKLANE DAIRY SERVICES PRIVATE LIMITED)

CIN: U52101MH2015PLC269084
Website: www.innoterra.in

Policy on Determination of Materiality of Events or Information for Disclosure

Date of Original adoption / Revision	Effective date of Policy
Adoption:	23-06-2026
Revision:	

DEFINITIONS AND INTERPRETATION

1. Definitions

"**Archival Policy**" shall mean the policy adopted by the Company as required under Regulation 30(8) of the SEBI Listing Regulations;

"**Authorised Person(s)"** shall mean the Key Managerial Personnel (as defined hereinafter) of the Company;

"Board" shall mean the board of directors of the Company;

"Chief Financial Officer" shall mean the person heading, and discharging the finance function of the Company as disclosed by it to the Stock Exchange(s) in its filing under the SEBI Listing Regulations;

"**Company"** shall mean Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited);

"Companies Act" shall mean the Companies Act, 2013 including any statutory modification or re-enactment thereof;

"Key Managerial Personnel" or "**KMP"** pursuant to Section 2(51) of the Companies Act shall include the following persons:

I. the chief executive officer or the managing director or the manager;
II. the company secretary;
III. the whole-time directors;
IV. the Chief Financial Officer;
V. such other officers not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
VI. such other officer as may be prescribed by applicable laws;

"**Officer"** includes any director, manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board or any one or more of the directors is or are accustomed to act;

"Policy" shall mean this Policy on Determination of Materiality of Events or Information for Disclosures, as amended from time to time;

"Policy on Preservation of Documents" shall mean the policy adopted by the Company as required under Regulation 9 of the SEBI Listing Regulations;

"**SEBI Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

"**Stock Exchange(s)"** shall mean the National Stock Exchange of India Limited and BSE Limited;

"Subsidiary" means a subsidiary as defined under Section 2(87) of the Companies Act.

2. Interpretation

All other words and expressions used but not defined in this Policy, but defined in the Securities and Exchange Board of India Act, 1992, Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (collectively, the “Acts”) 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 re-enactment thereto, as the case may be. In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

INTRODUCTION

3. Background

The Company is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner.

Pursuant to Regulation 30, read with Schedule III of the SEBI Listing Regulations, the Board has adopted this Policy on Determination of Materiality of Events or Information for Disclosures. The events/information that would be required to be disclosed would be as prescribed by the SEBI Listing Regulations, read with Section V-A of the ‘Master Circular for Compliance with the Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Listed Entities’ dated 30 January, 2026, issued by the Securities and Exchange Board of India (“Master Circular”) and Industry Standards Note on Regulation 30 of the LODR Regulations and such other circulars, guidance notes, etc. as may be issued from time to time.

The Policy will be applicable to the Company with effect from the date of its approval by the Board.

4. Scope

This Policy applies to such events or information which are deemed to be material or sensitive as specified hereinafter, and upon occurrence of which the Company shall make such disclosure(s) to the Stock Exchange(s). This Policy shall be read along with the Company's Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed in adherence to the principles for fair disclosure as outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

5. Objectives

The objectives of this Policy are as follows:

a) To ensure that the Company complies with the disclosure obligations of a listed company laid down under the SEBI Listing Regulations, various securities laws and any other applicable laws (in India and overseas).

b) To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the specific event or information, so identified as material.

c) To ensure that to the best of the knowledge of the management, the corporate documents and public statements are accurate and do not contain any misrepresentation.
d) To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company and ensure uniformity in the Company's approach to disclosures and reduce the risk of selective disclosures.

DETERMINATION OF MATERIAL EVENTS AND INFORMATION

6. Categories of Information

6.1 Disclosure of information deemed to be material

Certain information or events are "deemed" to be material under the SEBI Listing Regulations and such information shall be disclosed to the Stock Exchange(s) without application of any materiality thresholds. The events listed under Paragraph A of Part A of Schedule III to the SEBI Listing Regulations shall be deemed to be material and shall be disclosed to the Stock Exchange(s) within the timeframe which has been specified under the SEBI Listing Regulations.

6.2. Disclosure of other information based on application of materiality criteria

Events listed under Paragraph B of Part A of Schedule III of the SEBI Listing Regulations shall be disclosed to the Stock Exchange(s) within the timelines as specified under the SEBI Listing Regulations, if those listed events are material as per the criteria for determination of materiality.

An information or event should be regarded as "material" if:

- the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- the omission of such event or information is likely to result in a significant market reaction if the said omission came to light at a later date; or
- the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
    a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
    b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
    c) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;

In case where the criteria specified above are not applicable, any event or information may be treated as being material if, in the opinion of the Board, such event or information is considered material.

For the removal of doubts, this Policy does not dilute any requirement of the SEBI Listing Regulations.

6.3. In addition, for events and information as specified under Paragraph C of Part A of Schedule III of the SEBI Listing Regulations, the Company shall make disclosures within the timeframe prescribed by the SEBI Listing Regulations. This includes, any 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 their position and to avoid the establishment of a false market in such securities.

6.4. The Authorised Person(s) shall, with respect to the disclosures made under the Policy, make disclosures updating material developments on a regular basis or as may be required, till such time the event is resolved/closed, with relevant explanations. The contents of the disclosure shall be as per guidance issued under the Master Circular, including such amendments as may be issued from time to time. The Authorised Person(s), on behalf of the Company, may on their initiative as well, confirm or deny any reported event or information to Stock Exchange(s).

6.5. The Authorised Person(s) shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any event/information.

6.6. Further, pursuant to Regulation 30A of the SEBI Listing Regulations, 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 specified in Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations, shall inform the Company about the agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements.

7. Person(s) Responsible for Disclosure

1. The Board of the Company has authorised the Key Managerial Personnel (Authorised Person(s)) to determine the materiality of an event or information and to make appropriate disclosure on a timely basis.
2. 7.2. The Key Managerial Personnel shall, jointly and severally, be the authority to determine the materiality of any information, classify it as a material information, decide the appropriate time at which disclosure is to be filed with the Stock

Exchange(s) and details that may be filed in the best interest of present and potential investors.

3. 7.3. The Authorised Person(s) shall, jointly and severally, 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 Exchange(s) 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 consider such other events or information that may require disclosure to be made to the Stock Exchange(s) which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters.
e) To disclose all events or information with respect to the Subsidiaries which are material for the Company.

8. Obligations of Internal Stakeholders and Authorised Person(s) for Disclosure

1. Any event or information, which attracts disclosure under regulation 30 as per Schedule III of the SEBI Listing Regulations, shall be forthwith informed to the Authorised Person(s) upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the Stock Exchange(s).

2. The Authorised Person(s), jointly and severally, will then ascertain the materiality of such event(s) or information based on the above guidelines.

3. On completion of the assessment, the Authorised Person(s) shall, if required, make appropriate disclosure(s) to the Stock Exchange(s).

9. Timing of Disclosure of Material Events or Information

Disclosures as required to be made under this Policy shall be disclosed by the Company to the Stock Exchange(s) as soon as reasonably possible and in line with the timelines prescribed under applicable laws. For this purpose, the events or information, such as natural calamities, disruption, etc., can be said to have occurred when the Company becomes aware of such events or information, or as soon as any of the Officers have, or ought to have reasonably come into possession of the information in the course of the performance of their duties.

Other events/information can be said to have occurred upon (i) receipt of approval of the Board (e.g. in case of further issue of capital by rights issuance) or (ii) receipt of approval of both Board and shareholders. Where the events are price sensitive in nature, (e.g. declaration of dividends), the said events will be deemed to have occurred and are required to be disclosed on approval of the Board, pending shareholders' approval.

In case of in-principle approval or approval to explore given by the Board (which is not final approval), the same shall not require disclosure under Regulation 30 of the SEBI Listing Regulations.

10. Uploading of the Disclosures made to Stock Exchange(s) on the Website of the Company

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy and such disclosure shall remain hosted on the website of the Company for a minimum period of five years and thereafter, the same shall be treated as per the Archival Policy and Policy on Preservation of Documents of the Company, as applicable.

11. Amendment and Review

Subject to applicable laws, the Board may amend, suspend or rescind this policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.
In the event of any conflict between the provisions of this Policy and any applicable laws, such applicable law in force, shall prevail over this Policy.

12. Compliance

The Company Secretary and Compliance Officer of the Company shall be responsible for supervision of the Policy.

Any queries regarding this Policy may be referred to the Company Secretary and Compliance Officer as defined above, who is in charge of administering, enforcing and updating this Policy.

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