

POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS OR INFORMATION

1. Introduction

- 1.1. Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges. Further such disclosures are required to be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per its Archival Policy.
- 1.2. Accordingly, **INNOCORP LIMITED** (the 'Company') herein sets out a Policy for determination of materiality of events and information and disclosure thereof and Web Archival Policy (hereinafter referred to the 'Policy').
- 1.3. The terms used but not defined in this Policy shall have the same meaning as assigned to them under the Listing Regulations.

2. Scope: This policy is applicable to **Innocorp Limited**.

3. Policy:

- 3.1. Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below:
 - a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
or
 - b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
 - c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. 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;
 - iii. 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 respect to the above, it is clarified that the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative)

that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- d. In case where the criteria specified above in sub-clauses (i), (ii) and (iii) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

- 3.2. Events / information specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed without application of materiality guidelines.

4. Guidance on the occurrence of event / availability of information

- 4.1. The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- 4.2. In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 4.3. In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

Sub-clause 4.1, 4.2 and 4.3 as mentioned above, shall be subject to guidance provided by the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended from time to time.

5. Implementation

- 5.1. To give effect to the requirements under the Listing Regulations, the Board has authorised the Team comprising of the Chief Financial Officer and the Company Secretary, who shall, in consultation with Managing Director of the Company, determine the materiality of an event / information and disclose the same to the stock exchanges.
- 5.2. The employees of the Company having access to, or becoming aware of the occurrence of, an event and/or information which are referred in Para 3.1 or 3.2 above shall report such event or information, as soon as possible, to the persons identified in Para 5.1 above so as to enable them to determine the materiality of an event / information and disclose the same to the stock exchanges within specified timeline.

6. Disclosure:

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity

Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting:

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered."

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

The Company shall also make disclosure of events / information as may be specified by the Securities and Exchange Board of India from to time.

7. Website Disclosures and Archival

The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

8. Amendment

Any subsequent amendment / modification in the Listing Regulations or any other governing Act / Rules / regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy.