

**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR
INFORMATION
OF
ORKLA INDIA LIMITED¹**



Version	Approved By	Date of Approval
1.0	Board of Directors	September 18, 2025

¹Formerly known as “Orkla India Private Limited” and “MTR Foods Private Limited”

1. INTRODUCTION

Orkla India Limited (“the **Company**”) is committed to upholding the highest standards of corporate governance and transparency in its communication with stakeholders. In line with this commitment, the Company ensures that all material information is disclosed in a timely, accurate, and equitable manner.

The Policy for Determination of Materiality of Events or Information (the “**Policy**”) is framed in accordance with the requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time.

This policy is primarily intended for determining the materiality of events or information that require disclosure to the stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”). It is further designed to assist relevant employees of the Company in identifying any potential material events or information and reporting them to the authorized Key Managerial Personnel, in accordance with sub-regulation (5) of Regulation 30. These authorized personnel are responsible for determining the materiality of the said event or information and ensuring timely disclosures to the Stock Exchange(s) and on the Company’s website.

2. EFFECTIVE DATE

This Policy is effective from the date of listing of the equity shares of the Company on the Stock Exchange(s).

3. DEFINITIONS

The words and expressions used but are not defined in this Policy, shall have the same meaning as assigned to those terms under the SEBI Act, 1992, Companies Act, 2013, SEBI Listing Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, or the rules and regulations, as the case may be, as amended from time to time.

4. OBJECTIVE OF THE POLICY

The Policy aims to execute the following principles:

- a. To ensure that the Company complies with the provisions of SEBI Listing Regulations;
- b. To ensure that the information disclosed by the Company is timely and transparent;
- c. To ensure disclosures are adequate, accurate and explicit and presented in simple language;
- d. To ensure uniformity in the Company’s approach towards making disclosures of materiality of events/information.

5. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information.

In terms of Regulation 30(4) of SEBI Listing Regulations, the Company shall consider the following criteria for determining the materiality of an event or information for the purpose of disclosure to Stock Exchanges:

- 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:
 - two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - 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;
 - 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.
- d. In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company (the “**Board**”), the event or information is considered material.

6. DISCLOSURES OF EVENTS OR INFORMATION

- a. The disclosure with respect to events as specified in Para A of Part A of Schedule III of the SEBI Listing Regulations shall be deemed to be material events, and the Company shall make disclosure of such events or information as soon as reasonably possible, and in any case not later than timelines prescribed in the SEBI Listing Regulations;
- b. The disclosure with respect to events as specified in Para B of Part A of Schedule III of the SEBI Listing Regulations shall be considered material upon application of guidelines of materiality as specified in this Policy. The Company shall make disclosure of such events or information as soon as reasonably possible and in any case not later than timelines prescribed in the SEBI Listing Regulations.
- c. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

- d. The Company shall disclose all events or information with respect to its subsidiary(ies), *if any*, which are material for the Company.
- e. The Company shall provide specific and adequate reply to all queries raised by the Stock Exchanges with respect to any events or information. The Company may confirm, deny or clarify, upon the material price movement as specified by the Stock Exchanges, any event or information to Stock Exchanges reported in the mainstream media which is not general in nature and indicates that rumors of an impending specific event or information that is circulating amongst the investing public, as soon as reasonably possible but in any case not later than twenty four hours from the trigger of material price movement and in case the Company confirms such event or information, it shall also provide the current stage of the same.
- f. The Company shall disclose all such communication, along with the event or information pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority.

7. TIMELINES FOR DISCLOSURE

The disclosure of all material events as specified in Part A of Schedule III and determined in accordance with this Policy, shall be made as soon as reasonably possible but not later than the following:

- i. 30 minutes from the closure of the meeting of the Board in which the decision pertaining to the event or information has been taken (in case the meeting of the Board closes during the normal trading hours of that day).
 - In case the meeting of the Board 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 Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.
 - In case the meeting of the Board 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.
- ii. 12 hours from the occurrence of event or information, in case of those events or information which emanate/arise from within the Company.
- iii. 24 hours from the occurrence of event or information, in case of those events or information which do not emanate/arise from within the Company.

However, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines.

In case the disclosure is made after the timelines specified under the SEBI Listing Regulations, the Company shall, along with such disclosure, provide an explanation for the delay.

8. AUTHORITY TO DESIGNATED KEY MANAGERIAL PERSONNEL / INFORMATION BY EMPLOYEES

The Board shall from time to time authorise one or more Key Managerial Personnel (KMP), who shall be known as “**Designated KMPs**” for the purpose of determining materiality of an event or information for the purpose of making disclosures to the Stock Exchange(s) and their contact details shall be made available on website of the Company (***forms part as Annexure – A to this Policy***) and also be given to the Stock Exchanges, if there is any change.

The Designated KMPs will ascertain the materiality of such event or information based on the above guidelines and on completion of the assessment shall make appropriate disclosure(s) to the Stock Exchanges.

The employees of the Company and/or its Subsidiary shall refer to this Policy in identifying any potential material event or information and report the same to the aforementioned Designated KMPs for the purpose of compliance with SEBI Listing Regulations and for making necessary disclosures to the Stock Exchanges.

9. POLICY REVIEW AND AMENDMENT

The Board shall periodically review this Policy and shall also have the power to amend any of the provisions of this Policy. In case this Policy is inconsistent with the SEBI Listing Regulations, or any other applicable law, then the provisions of the SEBI Listing Regulations, or such other applicable law would prevail over this Policy and the provisions in this Policy would be modified in due course to make it consistent with such change. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

10. DISCLOSURE ON WEBSITE

The Policy shall be disclosed on the website of the Company at <https://www.orklaindia.com/governance/policies/>. Further, the Company shall disclose on its website all such events or information which have been disclosed to Stock Exchange(s) under the SEBI Listing Regulations and it shall be made available on the website of the Company for a period of five years and thereafter as per the archival policy of the Company.

11. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments, modification or rules, the provisions of Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

Annexure A

Authority for determination and disclosure of materiality of event or information

Pursuant to Regulation 30(5) of the SEBI Listing Regulations, the contact details of the persons authorized for determination and disclosure of the materiality of any event or information are as below:

Sr. No.	Name	Designation	Email ID and Contact No.
1.	Mr. Sanjay Sharma	Managing Director and Chief Executive Officer	sanjay.sharma@orklaindia.com Tel: +91 80 4081 2100
2.	Ms. Suniana Calapa	Chief Financial Officer	suniana.calapa@orklaindia.com Tel: +91 80 4081 2100
3.	Mr. Kaushik Seshadri	Company Secretary and Compliance Officer	kaushik.seshadri@orklaindia.com Tel: +91 80 4081 2100