

INNOTERRA LIMITED
(FORMERLY KNOWN AS MILKLANE DAIRY SERVICES PRIVATE LIMITED)

CIN: U52101MH2015PLC269084

Website: www.innoterra.in

Policy on Familiarisation Programme for the Independent Directors

Date of Original adoption / Revision	Effective date of Policy
Adoption:	23 rd June, 2026
Revision:	

I. Introduction

The board of directors of Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited) ("Company") in pursuance of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions (including any statutory enactments / amendments thereof, have adopted the policy on familiarization programme for independent directors, role, responsibility and rights of independent directors ("Policy") vide its Board meeting held on 23rd June, 2026 which will be the effective date of this Policy.

II. OBJECTIVE

The Companies Act, 2013, read with the rules thereunder, as amended ("Act") read with Regulation 25(7) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") places increased responsibilities on independent directors of the Company. In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme ("Familiarisation Programme") has been put in place by Innoterra Limited (formerly known as MilkLane Dairy Services Private Limited) ("Company"). The Company strongly believes that effective familiarisation programme helps the independent directors of the Company ("Independent Directors"), not only to have greater insight into Company's business but also assist them understand details about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates. The Company also believes in introducing Independent Directors to the organization structure, services, group structure and subsidiaries, constitution, board procedures, matters reserved for the Board, major risks and risk management strategy. In addition, this program allows Independent Directors to interact closely with the senior leadership of the Company.

III. FAMILIARISATION PROCESS

a) Initial Familiarisation

At the time of joining the Board of Directors of the Company (the "**Board**"), a meeting of the inducted Independent Director is organized with the management of the Company to give an overview of the Company's business and to acquaint the incoming Board members on the Company's business, values, operations, key milestones, geographical presence, the Board, members of the committees of the Board, the group structure, organization structure, policies, shareholding analysis, awards & recognitions, business model, clients, competitors, financial performance, matters to be reviewed by the Board, Board skill matrix, duties, roles, responsibilities, protection against liabilities, Disclosure/Compliances from Directors, risk management & internal control processes, governance practices, policies and procedures etc. During the induction process, the performance of the Company and the governance framework of the Company is also covered. At the outset, all the independent directors are provided an overview of:

Innoterra Limited

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

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- 1) Criteria of independence applicable to Independent Directors as per Listing Regulations and the Act;
- 2) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings, and performance assessment;
- 3) Roles, functions, Duties, Responsibilities, and liabilities of Independent Directors;
- 4) Directors Responsibility Statement forming part of Board's Report;
- 5) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors;
- 6) Risk Management Systems & framework; and
- 7) Board Evaluation Process and Procedures.

The Director is also explained in detail the compliances required from him under the Act, Listing Regulations and other relevant regulations and his affirmation taken with respect to the same.

The Independent Directors are also provided with copy of latest Annual Report, the Company's Code of Conduct for Prevention of Insider Trading, Code of Conduct for Directors and Senior Management Personnel and Schedule of upcoming Board and Committee meetings. With a view to familiarise him with the Company's operations, the Chairman/Managing Director provides a one-to-one interaction on the organisational set up, the functioning of various divisions /departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

b) Continuing Familiarisation

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Company shall also conduct various training sessions, presentations at regular intervals to familiarise them with the strategy, operations and functions of the Company and their roles, responsibilities, and rights. Such continual familiarisation shall, inter alia, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including internal audit reports, SEBI audit reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairman/ Managing Director/Chief Financial Officer and the key managerial personnel. The Company will also provide an opportunity to the independent

directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas. Presentations are made to the Board and the Audit Committee, as the case may be, where Directors get an opportunity to interact with Executive Committee members and business heads. The Board has complete access to the information within the Company. Independent directors have the freedom to interact with the Company's management. Apart from this, they also have independent interactions with the statutory auditors, the internal auditors and external advisors appointed from time to time.

IV. DISCLOSURE OF POLICY

Pursuant to Regulation 46(2) of Listing Regulations, the Familiarisation Programme for the entire financial year shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report. Familiarisation Programme will be conducted on an "as and when needed" basis during the year.

V. REVIEW OF PROGRAMME

The Board will review this Familiarisation Programme and make revisions as and when required.
