

INNOTERRA LIMITED

(FORMERLY KNOWN AS MILKLANE DAIRY SERVICES PRIVATE LIMITED)

CIN: U52101MH2015PLC269084

Website: www.innoterra.in

Policy on Board Diversity

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

SCOPE

Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the Nomination and Remuneration Committee (“NRC”) of the board of directors of the Company (“Board”) is required to devise a policy on diversity of board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.

This Policy shall come into force from the date of listing of equity shares of the Company on the stock exchanges.

PURPOSE

As prescribed under the Listing Regulations, one of the key functions of the Board of a listed company is to ensure existence of a transparent board nomination process with a focus on diversity of thoughts, varied experience, industry knowledge, broader perspective, integrity and gender representation.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the organization significantly. A diversified board not only enhances board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Company’s stated goals and strategic objectives.

POLICY OVERVIEW

The Company aims to enhance the effectiveness of the Board by diversifying its composition so that the Company gets the benefit out of such diversity in better and improved decision making. The composition of the Board shall ensure representation from:

- i. Individuals having varied skills / expertise / competencies for the effective functioning of the Board and Company
- ii. Individuals having requisite qualifications, tenure, experience & age
- iii. Appropriate mix of cultural, geographical and gender diversity
- iv. Appropriate mix of independent and non-independent directors in accordance with the Companies Act, 2013 and Listing Regulations.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company (hereinafter “the Committee”) shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualification, positive attributes and independence.

The Committee shall ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide adequate information to shareholders about the size, qualifications and characteristics of each Board member.

Monitoring and Reporting

The Nomination and Remuneration Committee is responsible for:

- a) Formally assessing the appropriate mix of Diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board.
- b) Making recommendations to the Board in relation to Board succession, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board and
- c) Reviewing and reporting to the Board in relation to Board Diversity.

The Nomination and Remuneration Committee will

- a) Report to the Board on:
 - initiatives undertaken by the Committee in relation to Board Diversity and to achieve the Measurable Objectives
 - progress in achieving the Measurable Objectives and
- b) make recommendations to the Board regarding the Measurable Objectives..

POLICY REVIEW AND AMENDMENTS

The Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



DISCLOSURES

The necessary disclosure about the Policy, if any, will also be made as per requirements of SEBI Listing Regulations and the Companies Act, 2013.

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