

Policy on Board Diversity

This Policy on Board Diversity is framed in terms of Regulation 19(4) read with sub para 3, Para A, Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and the business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

Policy

- (a) The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors. Such combination shall also comply with all the applicable statutory requirements with regard to the composition and diversity of the Board. The Committee shall identify persons who are qualified to be appointed as Directors, based on the criteria formulated for determining qualifications, positive attributes and independence of Directors (including Independent Directors), and recommend such appointments to the Board;
- (b) The Board shall have balance of skills, competencies, experience and diversity of perspectives appropriate to the Company. For this purpose, diversity shall be considered from a number of aspects including, but not limited to, educational & cultural background, nature of professional, administrative & industry experience, skills, knowledge, and gender representation
- (c) For appointment as a Director on the Board, no person shall be discriminated based, inter alia, on the grounds of age, gender, gender identity, marital status, caste, race, colour, religion, ethnicity, sexual orientation, or any other personal or physical traits;
- (d) Gender is a significant contributor to the diversity of perspectives. Inclusion of women with the right skills and experience offers the opportunity to enrich the quality of discourse in the Boardroom.

Nomination and Appointment

The Nomination & Remuneration Committee of the Board shall:

- (a) Review and assess the composition of the Board.
- (b) Identify appropriate qualified personnel to occupy Board position.
- (c) Suggest appropriate expertise and diversity requirements.
- (d) Manage the process of recruiting new members to the Board and defining requisite skills.
- (e) Ensure that selection process is formal and thorough and non-discriminatory.
- (f) Review and report any changes in relation to the diversity of the Board.

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Monitoring and Reporting

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to also plan for the evolution of nonexecutive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Regulations and Companies Act, 2013.

Amendment

Any change in the Policy shall be approved by the Board of the Company. 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.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations (“Statutory Provisions”), the provisions of Statutory Provisions shall prevail.