

POLICY ON BOARD DIVERSITY

I. PURPOSE

In accordance with the SEBI LODR Regulations as amended, the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

II. VISION

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

III. POLICY STATEMENT

The Company recognizes and believe that a diverse Board will enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, qualification, industry experience, expertise, knowledge, background, ethnicity, gender and other distinguished qualities, etc. necessary for driving business results, achieving competitive advantage, effective corporate governance, and sustainable and balanced development. The Company also maintains that Board appointments should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account discrete characteristics reflected in the Individual members, that the Board might consider relevant to function effectively and efficiently.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

The composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, LODR Regulations as well as other statutory, regulatory and contractual obligations of the Company.

In the process of attaining a diverse Board based on the aforementioned criteria, the following norms needs to be assessed:

Optimum composition:

- a) The Board shall have an optimum combination of Executive and Non-executive Directors and not less than fifty per cent of the Board of Directors shall comprise of Non-executive Directors.
- b) At least half of the Board should comprise of Independent Directors (where the Chairman of the Board is Executive) or at least one-third of the Board should comprise of Independent Directors (where the Chairman of the Board is Nonexecutive). The Chairman of the Board shall be a Non- executive Director and not related to the Managing Director or the Chief Executive Officer.
- c) The Company shall have at least one Independent Woman Director on the Board to ensure that there is no gender inequality on the Board.

Functional diversity:

- a) Appointment of Directors to the Board of the Company should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- b) Knowledge and experience in domain areas such as Finance, Legal, Risk Management, Education sector, other Industry etc., should be duly considered while making appointments to the Board level.
- c) While appointing Independent Directors, care should be taken as to the criteria of independence of the proposed appointee.
- d) Directorships in other companies may also be taken into account while determining the candidature of a person.

IV. REVIEW OF THE POLICY

The NRC Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

V. DISCLOSURE OF THE POLICY

This policy will be posted on the Company's website. The necessary disclosure, if any, about the policy will also be made as per the requirements of LODR Regulations and Companies Act, 2013.