

# BOARD DIVERSITY POLICY



<b>Document Title</b>	<b>Board Diversity Policy</b>
<b>Document Version Control</b>	<b>Version 2</b>
<b>Distribution</b>	<b>Electronic/ Hard Copies/ Upload on the Website</b>
<b>Date of First Approval</b>	<b>November 4, 2014</b>
<b>Amended on</b>	<b>-</b>
<b>Issue Date</b>	<b>October 31, 2023</b>
<b>Effective Date</b>	<b>October 31, 2023</b>



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## 1. INTRODUCTION

Provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 provides for a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the constitution of Board of a listed Company. It further provides that Nomination & Remuneration Committee of the Company shall devise a policy on Board Diversity. In compliance of the above requirements, V-Guard Industries Limited being a Listed Company has adopted a policy on Board Diversity.

## 2. OBJECTIVE

This Policy aims to set out the approach to achieving diversity for the board of directors (the "Board") of V-Guard Industries Limited (the "Company").

## 3. POLICY STATEMENT

The Company recognises the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives is appropriate to the requirements of the businesses of the Company.

The Company maintains that Board appointment should be based on merit, skills, experience and expertise and also takes into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board. The Company also believes that representation of varied set of stakeholders on the Board increases efficiency and governance standards of the company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company is responsible for reviewing the structure, size and composition of the Board and the appointment of new directors from time to time to ensure that the Board of the Company consists of an optimum composition of skills, experience and expertise which is appropriate to achieve the desired goals of the Company. The Board as a whole is also responsible for reviewing the succession plan for the directors of the Company, in particular, the Chairman of the Board and the Managing Director.

The Board shall also have an optimum combination of Executive, Non-Executive, and Independent Directors including woman Independent Director in accordance with the requirements of the Companies Act, 2013 and the Rules made thereunder, and the SEBI(LODR) Regulations, 2015, as amended from time to time.



#### **4. ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Committee shall:

- i. assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- ii. make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- iii. periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

#### **5. REVIEW AND MONITORING**

The Nomination & Remuneration Committee of the Board of Directors of the Company will review and monitor from time to time the implementation of this Policy to ensure its effectiveness.