

BOARD DIVERSITY POLICY

Title:

This policy shall be called as 'Viyash Scientific Limited – Board Diversity Policy'.

PREAMBLE

This Policy is framed by the Nomination and Remuneration Committee of the Company in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to board diversity.

The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, age, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

SCOPE

This Policy applies to the Board of Directors of the Company.

DEFINITIONS

- a) **“Act”** shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and amended from time to time.
- b) **“Board of Directors”** or **“Board”** shall mean the Board of Directors of the Company.
- c) **“Company”** shall mean Viyash Scientific Limited.
- d) **“Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- e) **“Nomination and Remuneration Committee/ Committee”** means the Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act read with Regulation 19 of the Listing Regulations.

POLICY & PURPOSE

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives including to:

- drive business results;

- make corporate governance more effective;
- enhance quality and responsible decision-making capability;
- ensure sustainable development; and
- encourage diversity of perspectives.

The 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.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership.

Further, the Committee shall ensure that no person is discriminated on the grounds of religion, race, gender, medical conditions, national origin or ancestry, marital status, age or any other personal or physical attribute which does not speak such person's ability to perform as a Board Member.

Accordingly, the Committee shall:

- Ensure that the board is constituted as per the Board skills matrix approved by the Board at their meeting held on May 14, 2019.
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- 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;
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board; and
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive, independent directors and women director in accordance with requirements of the Companies Act, 2013 and Listing Regulations.

REVISION AND AMMENDMENT

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.