

	EMAMI CEMENT LIMITED	Doc. Name - Policy on Board Diversity
		Doc. Version - 1
		Implementation Date – 9 th August, 2018

POLICY ON BOARD DIVERISTY

INTRODUCTION

This Policy is in terms of Schedule II part D (A) (iii) of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015 which provides that all the listed companies shall formulate a Board diversity policy.

The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend this Policy from time to time.

POLICY OBJECTIVE

To ensure a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

POLICY STATEMENT

With a view to achieving a sustainable and balanced development, the Company witnesses increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

COMPOSITION OF THE BOARD:

EXECUTIVE AND NON-EXECUTIVE DIRECTORS:

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors.

INDEPENDENT DIRECTORS:

If the chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise Independent Directors.

In any other case atleast 50% of the directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of upto five consecutive years on the Board of a Company, but can be appointed

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as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy **Independent Director** means the Independent Director as defined in regulation 16 (b) of the SEBI Listing Regulations.

WOMAN DIRECTOR:

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of atleast one woman director.

EXPERIENCE AND EXPERTISE:

- (a) The Board shall have optimum combination of directors having experience in various fields.
- (b) The Board should comprise of atleast one director having experience in the Industry.
- (c) The Board should have atleast one director having financial/accounting expertise. The Board should have atleast one director having reasonable experience in the administration.
- (d) Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Review of this Policy

The Nomination and Remuneration Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy.