

# **KESORAM INDUSTRIES LIMITED**

## **POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

### **Purpose:**

This Policy on Board Diversity (the “Policy”) for the Board of Directors (the “Board”) of Kesoram Industries Limited (the “Company”) has been adopted by the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee (“NRC”). NRC has formulated this policy pursuant to Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

The composition of the Board of Directors is one of the pillars for a robust corporate governance framework. For a Company with the size and complexity such as ours, balancing the skills and experience, educational and occupational background, functional expertise and domain knowledge of the Board Members, as well as their social, cultural, ethnic and gender diversity, is extremely important. A diverse Board will ensure that the Company gets the maximum benefit from the contributions and deliberations of an accomplished but dissimilar group of individuals and professionals, bringing a broader and more comprehensive perspective, that issues are discussed and status quo’s if any addressed from different angles, fostering creativity in the Board’s decision making process as well as provide for comprehensive strategic planning and effective risk management at the highest level.

### **Scope**

This policy serves as a guiding principle for the purpose of determining the composition and selection of candidates for appointment on the Board. It does not apply to employees of the Company.

### **Policy Statement**

- The Company should aim to 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 gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- All Directors should be encouraged to express their views openly, constructively, independently and without any concern, on all matters placed before the Board for discussion.

- The appointment on the Board will be made on merit, which shall take into consideration the skills, experience, and competencies required for effective functioning and independence of the Board, and also personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director.
- The Board shall have an optimum combination of both independent and non-independent directors, and the Company shall comply with all statutory and regulatory requirements with regard to the composition and diversity of the Board.
- The NRC shall play an important role in identifying suitable candidates, and in recommending their candidature for appointment on the Board of Directors of the Company as and when the need arises.
- Whilst identifying a candidate, the NRC shall, *inter alia*, take into consideration the present composition of the Board, the competencies required to further strengthen the Board, the time and availability of the candidate being recommended for appointment and the personal attributes referred to above.

### **Review**

The NRC has been empowered to review the Policy periodically and recommend appropriate revisions to the Board so as to be aligned to the Company's strategic objectives and to be in conformity with statutory and regulatory requirements, if any.

### **Disclosure**

This policy (as amended from time to time) will be available on the Company's website viz [www.kesocorp.com](http://www.kesocorp.com).