

Policy on Appointment of Directors and Board Diversity

Pursuant to Section 178 of the Companies Act, 2013, and the rules made thereunder, the Company has formulated this policy on Appointment of Directors (“Policy”) for determining qualifications, attributes and independence and identification of persons qualified to become (executive, non-executive and independent) Directors.

The Composition of the Board shall consist of:

- a) Individuals having requisite skills/expertise/ competencies for the effective functioning of the Board & the Company as follows:
 - i. General Management of Corporate Affairs, Corporate Governance;
 - ii. General Information Technology and related fields; General IT Knowledge
 - iii. Law, Taxation, Finance related;
 - iv. Behavioural science;
 - v. Strategy Management;
 - vi. Leadership abilities
- b) Individuals having requisite qualifications, stature, experience & age.
- c) Appropriate mix of varied cultural, geographical background and gender diversity.
- d) Appropriate mix of non independent and independent directors meeting the criteria of independence set out in the Companies Act, 2013 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) Individuals not disqualified or debarred from being appointed or continuing as Director, under ant law applicable to the Company.

In case of re-appointment, the following additional criteria shall be considered:

- Non-executive directors (including independent directors) – evaluation of his/her performance, attendance and participation in the meetings and contribution to the activities of the Board.
- Executive directors- evaluation of his/her performance as well as the performance of the Company.

The Board and Nomination & Remuneration Committee may lay down such procedures as required for the above purpose. For remuneration of Directors, please refer to the remuneration policy of the Company.

This policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.