

CEIGALL INDIA LIMITED POLICY ON BOARD DIVERSITY

This Policy on Board Diversity (“**Policy**”) is framed in terms of Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**SEBI LODR Regulations**”).

The Nomination and Remuneration Committee of the Board of Directors of CEIGALL India Limited (“**Company**”) (hereinafter referred to as ‘**the Committee**’) has devised this Policy to provide a framework for having a diversified Board of Directors (“**Board**”). The Board in pursuance of Regulation 19(4) read with Part D of Schedule II of SEBI LODR Regulations adopted the Policy on diversity of the Board vide its meeting held on 02nd March, 2024.

The Company believes that appropriate diversity of membership on the Board of the Company will enable the Company to effectively realize its vision.

OBJECTIVE

The purpose and objective of this Policy is to comply with SEBI LODR Regulations and to ensure diversity of thought, experience, knowledge, perspective, and gender in the Board to ensure that the Board reaches its decisions after evaluating multiple options and perspectives as compared to a homogeneous board and thus enrich the performance of the Company.

A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and the sustained commercial success of the Company. The Company is therefore committed to promoting social and professional diversity in the Board.

SCOPE

The Committee shall consider the Policy along with the Nomination and Remuneration Policy while selecting and recommending a person for appointment as a member of the Board and while evaluating the Board and its members. This Policy applies to the Board and it does not apply to employees of the Company.

POLICY

- (a) the Board shall have an optimum combination of Executive, Non-Executive, and Independent Directors. Such combination shall also comply with all the applicable statutory requirements with regard to the composition and diversity of the Board.
- (b) The Committee shall identify persons who are qualified to be appointed as Directors, based on the criteria formulated for determining qualifications, positive attributes, and independence of Directors (including Independent Directors), and recommend such appointments to the Board;
- (c) the Board shall have a balance of skills, competencies, experience, and diversity of perspectives appropriate to the Company.

For this purpose, diversity shall be considered from a number of aspects including, but not limited to, educational & cultural background, nature of professional, administrative & industry experience, skills, knowledge, and gender representation;

- (d) for appointment as a Director on the Board, no person shall be discriminated based, inter alia, on the grounds of age, gender, gender identity, marital status, caste, race, colour, religion, ethnicity, sexual orientation, or any other personal or physical traits;
- (e) gender is a significant contributor to the diversity of perspectives. The inclusion of women with the right skills and experience offers the opportunity to enrich the quality of discourse in the Board room.

The Company shall provide to its shareholder's information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics, etc., as per the requirements of the SEBI LODR Regulations and the Companies Act.

GENERAL

In the event of any inconsistency between this Policy and the applicable laws, as amended from time to time, the applicable laws will prevail.

This Policy will be reviewed by the Committee as and when deemed necessary.

This Policy may be amended, modified, or supplemented from time to time, basis the review by the Committee, to ensure compliance with any modification, amendment, or supplementation to the SEBI LODR Regulations or as may be otherwise prescribed by the Committee or the Board, from time to time.

The terms used in this Policy but not defined herein shall have the same meaning ascribed to it in the articles of association of the Company and/ or the Companies Act.
