

## **POLICY ON BOARD DIVERSITY**

### **1. PURPOSE**

In terms of Section 178 of the Companies Act, 2013 (“Act”) and the Nomination and Remuneration Committee (“NRC”) of the Board is, *inter alia*, required to formulate a Policy on Board Diversity and lay down the criteria for determining qualifications, positive attributes and independence of a director.

Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. 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 sustained commercial success of a company.

In view of the above, Igarashi Motors India Limited (“IMIL” or “Company”) has framed this Policy on Board Diversity (“Policy”) that encourages diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Policy sets out the approach to diversity in the Board of Directors of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

### **2. OBJECTIVES OF THE POLICY**

The Objectives of the Policy include:

- a) Board to drive diversity and have an appropriate blend of functional and industry expertise;
- b) To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors;
- c) to enhance quality and responsible decision making capability ;
- d) To achieve an optimum and balanced Board, with a wide range of attributes;
- e) To support making corporate governance more effective;

### **3 . POLICY STATEMENT**

While all appointments to the Board will continue to be made on merit, NRC will consider the benefits of diversity in identifying and recommending persons for Board membership as well as in evaluating the Board and its individual members.

It will be ensured that the Board has an appropriate blend of functional and industry expertise and skills;

The consideration and selection of candidates for appointment to the Board will be based on merit which shall include a review of any candidate's integrity, experience, educational background, industry or related experience and more general experience;

While recommending the appointment of a Director, the NRC will consider the criteria as laid down under the Act and applicable Regulations/Guidelines issued by Statutory and Regulatory Authorities, from time to time, and the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

### **4. MONITORING AND REPORTING**

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