



Creating tomorrow today

GMR ENTERPRISES PRIVATE LIMITED

Policy on Diversity of Board of Directors

1. PREAMBLE:

- 1.1. The Nomination & Remuneration Committee (“NRC”) of the Board of Directors (the “Board”) of GMR Enterprises Private Limited (the “Company”), shall adopt this Policy from the date of its approval by the Board of Directors;
- 1.2. This policy shall ensure that the NRC emphasis on bringing the diversity on the Board of the Company while evaluating profiles and examining fit and proper criteria for appointment of Independent Directors (IDs), besides satisfying other criteria of having the necessary qualifications and skill sets etc. pursuant to the applicable Regulations.

2. PURPOSE:

- 2.1. This Policy has been framed by NRC pursuant to the requirements 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 (“LODR”);
- 2.2. This Policy intends to establish a system/process in place by NRC for ensuring diversity for strengthening Board, its decisions and good corporate governance standards.

3. ROLES & RESPONSIBILITIES OF NRC FOR DIVERSITY ON BOARD:

- 3.1. NRC will perform following roles & responsibilities for bringing diversity on the Board:
 - 3.1.1. NRC shall follow transparent nomination process in compliance with applicable Statute while examining the profiles of the Independent Directors (IDs) for, “Fit and Proper” criteria, for their appointment on the Board;
 - 3.1.2. NRC will consider diversity of thought, experience, knowledge, perspective, gender etc. for identifying and recommending the name/s of the prospective candidate/s to the Board of Directors for consideration and approval;
 - 3.1.3. NRC will ensure that there is appropriate mix of Directors considering calibre, intellect, Company’s business activities, required talent, out of box approach, pecuniary etc. while reviewing the profiles of IDs;
 - 3.1.4. NRC will focus on strengthening of the Board with diversity by bringing candidates with good education, calibre, skills, knowledge etc. who in turn will contribute towards informed decision making, good Board performance and best standards of Corporate governance;
 - 3.1.5. For the purpose of identifying suitable candidates, NRC may:
 - 3.1.5.1. use the services of an external agencies, if required;
 - 3.1.5.2. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - 3.1.5.3. consider the time commitments of the candidates.

3.2. NRC shall recommend suitable candidates considering diversity on the Board for appointment of the individual as ID/s in view of this Policy.

4. VALIDITY:

- 4.1. This policy shall be valid till the Company is a listed entity in terms of LODR;
- 4.2. In the event of any conflict between this Policy and the applicable law/s, the provisions of applicable laws shall prevail.

5. EFFECTIVE DATE:

- 5.1. The policy shall be effective from the date of approval by its Board of Directors of the Company;
- 5.2. Any amendment to this policy shall be made with the recommendation of the NRC and approval of the Board of Directors of the Company from time to time.

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- 1. Version 1 of this Policy is approved and adopted by the Board of Directors on December 15, 2021.