

# Policy on Board Diversity

## Purpose

The Policy on Board Diversity ('the Policy') sets out the approach to diversity on the Board of Directors (the 'Board') of Rupa & Company Limited (the 'Company').

## Policy Statement

The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Company maintains that Board appointments should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time for it to function effectively.

In the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

### **(i) Optimum Composition**

- a. The Board shall have an optimum combination of executive and non-executive directors and not less than fifty percent of the Board of Directors comprising non-executive directors.
- b. At least half of the Board should comprise of independent directors (where the Chairman of the Board is executive) or atleast one-third of the Board consisting of independent Directors (where the Chairman of the Board is non-executive).

In any case, the Company should strive to ensure that the number of independent directors do not fall below 3 (Three) so as to enable the Board to function smoothly and effectively<sup>1</sup>.

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<sup>1</sup>The Listing Agreement requires the presence of a minimum of 2 independent directors to form a quorum. In case the Company as only two independent directors and one is unable to attend a meeting, this will lead to a deadlock situation and might result in stalling of Audit Committee meetings.

- c. The Company shall have at least [one woman director]<sup>2</sup> on the Board to ensure that there is no gender inequality on the Board.

**(ii) Functional Diversity**

- a. Appointment of Directors to the Board of the Company should be based on the specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- b. Knowledge of and experience in domain areas such as finance, legal, risk, management etc. should be duly considered while making appointments to the Board level.
- c. While appointing independent directors, care should be taken as to the independence of the proposed appointee.
- d. Directorships in other companies may also be taken into account while determining the candidature of a person.
- e. Whole time Directors of the Company may be considered to head functional area / business division of the Company based on his / her expertise of the function / division.

**(iii) Stakeholder Diversity**

- a. The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/or any agreement between the Company and the nominating agency.
- b. Subject to the provisions of Section 151 read with the relevant rules made there under, the Company may, upon notice of not less than one thousand small shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders.

## **Role of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company ('the Committee') shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new Directors based on their qualifications, positive attributes and independence.

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<sup>2</sup>Appointment of women director shall be applicable w.e.f. 01-04-2015; clarified by *SEBICIR/CFD/POLICY CELL/7/2014* dated 15<sup>th</sup> September, 2014

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively. The Committee also oversees the conduct of the annual review of Board effectiveness.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of the Company on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

### **Review of the Policy**

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy.

The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.