
POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. INTRODUCTION

This Policy on Diversity of Board of Directors (the ‘Policy’) for the Board of Directors of Tatia Global Vennture Limited (the ‘Company/TGVL’) has been formulated by the Nomination and Remuneration Committee (the ‘NRC’) in accordance with Regulations 19(4) read with Sub-clause (3) Para A of 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 Regulations’) to assure that the Board remains fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, from diverse backgrounds.

The case for boardroom diversity has never been stronger. In today's rapidly evolving business environment, we recognise the power of leveraging diverse perspectives, skills, and experiences to stay competitive. At TGVL, we seek Board Members with diverse backgrounds and viewpoints, who can provide a wide array of insights and ideas. The advantages of a diverse board extend beyond a social factor to encompass better financial performance, decision-making, innovation, and adaptability to changing market conditions.

Further, a diverse board representing differences in the educational qualifications, knowledge, experience, gender, age, cultural background, race, ethnicity, nationality, thought, perspective and other diversity results in delivering a competitive advantage and a better appreciation of the interests of stakeholders.

2. OBJECTIVE

The Policy aims to create an environment that values and fosters inclusiveness, embraces a broad spectrum of talent, and champions a culture of meritocracy. The Policy strives to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as a whole.

The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistently with the Company’s business perspective.

3. SCOPE

The Policy applies only to the Board of Directors of the Company and does not apply to employees of the Company.

All appointments on the Board, shall be made on merit having regard to this Policy

This Policy, as amended and approved by the Board of the Company at its meeting held on May 24, 2024, shall come into effect from the said date.

4. POLICY STATEMENT

TGVL recognizes and embraces the importance of a diverse Board in its success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge and skills including – expertise in financial, global business, leadership, technology, mergers and acquisition, Board service, strategy sales and marketing, environment and social governance ('ESG'), risk and cyber security and other domains, which will ensure that TGVL retains its competitive advantage.

TGVL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including but not limited to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision-making capability;
- ensure sustainable development; and
- enhance the reputation of the Company.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board in accordance with requirements of the Articles of Association of TGVL, the Companies Act, 2013, SEBI Regulations, and other statutory, regulatory and contractual obligations, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- **Board Composition**

The Board should have an optimum number of executive and non-executive directors and at least 50% of the Board should consist of the Independent Directors as per the provisions of the Companies Act, 2013 and the SEBI Regulations.

- **Gender**

The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company shall encourage the appointment of women at senior executive levels to enable a balanced representation on the Board.

- **Educational Background and Professional Experience**

The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, environment, technology, logistics, transportation, operations of the company's businesses and other disciplines related to the company's businesses.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board is adequately diverse. To this end, TGVL shall continue to provide sufficient information to shareholders about the size, qualifications and expertise of each Board member, in accordance with the relevant laws.

5. PRINCIPLES RELATING TO BOARD DIVERSITY

- 5.1 A transparent Board nomination process in place that encourages diversity of thought, experience, skills, knowledge, perspective, age, nationality, gender, cultural and educational background.
- 5.2 An appropriate blend of functional and industry expertise and skills in the Board.
- 5.3 Decisions pertaining to appointment/ re-appointment, elevation and remuneration of Directors shall be based on their skills, experience, expertise, contributions during deliberations at meetings of the Board and adherence to corporate governance norms as reflected in the outcomes of their performance evaluation.
- 5.4 Adoption of best practices to ensure fairness and equality and transparency whilst appointing Directors and ensuring zero tolerance for discrimination based on caste, creed, gender, ethnicity, religion, disability, colour or otherwise.
- 5.5 A range of views, thoughts, insights, perspectives, and opinions to improve its decision-making and benefit to the Company's stakeholders.

6. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The NRC shall be responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions in accordance with the relevant laws.

The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board Member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board; and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

7. DISCLOSURE

- 7.1 This Policy shall be disclosed on the Company's website – www.tatia.co.in
- 7.2 The web link of the Policy shall be disclosed in the annual report of the Company.

8. MEASURABLE OBJECTIVES

The NRC shall discuss and review, 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.

9. MONITORING OR POLICY REVIEW

9.1 The NRC shall have the power, subject to applicable laws, to review the Policy periodically and amend any of the provisions OR substitute any of the provisions with a new provision OR replace the Policy entirely with a new Policy.

9.2 The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and amplify the objective of good corporate governance.

10. LIMITATIONS

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or any other applicable laws in this regard shall automatically apply to this Policy.
