



# **MAFATLAL INDUSTRIES LIMITED**

## **POLICY ON APPOINTMENT OF DIRECTORS & BOARD DIVERSITY**

Approved by the Board on 2/8/2024 and disseminated on the website of the Company.

## POLICY ON APPOINTMENT OF DIRECTORS & BOARD DIVERSITY

### 1. Objective & Scope

The objective of this policy is to lay down the criteria for appointment of Directors on the Board of Directors ("Board") of Mafatlal Industries Limited (the "Company") and the organization's approach to Board Diversity. This policy is to be read in conjunction with the Nomination and Remuneration policy of the Company, as approved and amended from time to time.

The policy applies only to the appointment of Directors and not to any other employees.

### 2. Appointment of Directors

The Board, on the recommendations of the Nomination & Remuneration Committee, is responsible for selection and appointment of Directors on the Board of the Company and is subject to approval of Shareholders.

The appointment of all Directors is subject to the Articles of Association of the Company, provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 including any modifications thereto from time to time.

The re-appointment of Directors on the Board is also subject to the evaluation of the Director on the basis of the performance of the concerned Director in the previous term.

### 3. Board Diversity

All appointments to the Board will continue to be made on merit. However, the Company believes that establishing and maintaining diversity of the Board is one of the key aspects of the selection and appointment of Board Members.

The Company believes that Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at the top. A mix of individuals representing different geographies, culture, industry experience, qualification and skill set will bring different perspectives and help the organization grow.

The Board of Directors of the Company shall at all times have an optimum combination of executive and non-executive Independent Directors.

**4. Criteria for Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board**

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria.

The Nomination and Remuneration Committee:

- considers, inter alia, key qualifications, skills, expertise and competencies, experience whilst recommending to the Board the candidature for appointment as Independent Director.
- In case of appointment of Independent Directors, satisfies itself about the independence of the Directors vis-a-vis the Company to enable the Board to discharge its functions and duties effectively.

In the opinion of the Board and the Nomination and Remuneration Committee, the following is a list of core skills/expertise/competencies/experience required in the context of the Company's business and which are required by the Board:

The following is only an indicative list, all Board members need not possess all skill sets.

<b>Wide management and leadership experience</b>	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with
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	successful multinational operations in technology, manufacturing, banking, Law and governance, investments and finance, international business, scientific research, Information and technology and development, senior level government experience and academic administration.
<b>Diversity</b>	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
<b>Functional and managerial experience</b>	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
<b>Personal values</b>	Personal characteristics matching the Company's values, such as integrity, accountability, and high-performance standards.

**5. Review of the Policy**

The Board of Directors is responsible for review of the policy from time to time.

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