

BOARD DIVERSITY POLICY

1. PURPOSE

As per Clause 49 (IV) (B) (3) of the Listing Agreement with Stock Exchanges , the Nomination & Remuneration Committee is required to devise a Policy on Board Diversity and accordingly the Policy on Board Diversity is formulated . The Board Diversity Policy (' the Policy ') sets out the approach to diversity on the Board of Directors of Garware Polyester Ltd ('the Board') .

2. INTRODUCTION

The Board diversity is imperative in view of globalization of business, rapid deployment of technology, greater social responsibility, ever increasing emphasis on corporate governance and increasing need for risk management. These factors make running of businesses much more complex now than before. Board diversity is the breadth of perspective, not the mere inclusion of various diverse traits that will benefit the organization. Board diversity helps in addressing concerns and the perspective of all key stakeholders. It enables the Company to keep pace with changing business dynamics.

3. POLICY OBJECTIVES

The objectives of this policy includes the following:

- a) To take more holistic and multidimensional view of business complexities and navigate the complex and dynamic issues that the Company faces;
- b) To help the Company build better Board that can draw upon a wide range of perspectives, as well as experience and knowledge;
- c) To bridge the gap in the board composition for achieving optimum and balanced Board with full range of attributes; and
- d) To encourage healthy and open discussion and promote independence of judgment.

4. POLICY STATEMENT

The Company has a diversified business portfolio and serves different customer segments across the globe. Having members of the Board from different fields is therefore all the more important for sustained commercial success of the Company and is an essential element in maintaining a competitive advantage . All Board appointments first be reviewed by the Nomination & Remuneration Committee and thereafter recommended to the Board keeping in mind the individual candidates skills , merit , experience and knowledge and specialisation in one or more areas such as technical, finance, law, public administration, management, Taxation, accounting, marketing, production, human resource, etc. which the Board as a whole requires in order to be effective.. The Committee shall also oversee the conduct of the annual review of the Board effectiveness. . The Committee shall endeavour to include and make good use of diversity in the



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skills, qualification, age and professional & industry, expertise & experience, irrespective of race, caste, creed, religion, disability, gender, sexual orientation or marital status.

The Board shall endeavour to achieve optimum and balanced composition of the Board in terms of specialisation in one or more areas such as technical, finance, law, public administration, management, accounting, Taxation, marketing, production, human resource, etc. The Board shall have at least one woman director, preferably an executive director.

5. MEASURABLE OBJECTIVES

The Committee will discuss and agree annually all measurable objectives for achieving diversity, if any required, 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.

6. MONITORING AND REPORTING

The Committee will review the Policy as and when the need arises, 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.