

POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

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1. BACKGROUND

This Policy on Diversity of the Board of Directors sets out the approach to diversity on the Board of TBO Tek Limited (“**Company**”) and has been formulated pursuant to 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 (“**SEBI Listing Regulations**”), which sets out a framework to promote diversity on the Board.

2. PURPOSE

The purpose of this Policy is to promote a diverse and inclusive board of directors that reflects a variety of perspectives, experiences and backgrounds.

3. DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 and rules made thereunder, as amended from time to time.

“**Applicable Laws**” shall mean the Act, the SEBI Listing Regulations, as amended from time to time, together with the circulars issued thereunder and such other laws and statutes as may be applicable to the Company from time to time.

“**Board**” shall mean the board of directors of the Company.

“**Nomination and Remuneration Committee**”, “**NRC**” or “**Committee**” shall mean the nomination and remuneration committee of the Company constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations.

“**Policy**” shall mean this Policy on Diversity of the Board of Directors formulated by the Company, as amended from time to time.

“**SEBI Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Note: Words and expressions used and not defined in this Policy but defined in the Act or Applicable Laws shall have the same meaning assigned to them in those Act/Applicable Laws.

4. OBJECTIVE

The purpose for achieving diversity on the Board is as under:

- (a) To enhance the quality of performance of the Board;
- (b) To bring in a wider spectrum of viewpoints for decision making;
- (c) To understand and adopt leading practices from various industries;
- (d) To bring in subject matter expertise on various businesses and functions that have an impact on the Company;
- (e) To usher in unbiased independence in the performance of the Board;
- (f) To promote views keeping gender sensitivity in mind;
- (g) To achieve sustainable and balanced performance and development in the Company;
- (h) To support the attainment of strategic objectives of the Company; and
- (i) To support compliance with Applicable Laws and adopt leading corporate governance practices.

5. ROLE OF NRC

The NRC is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

All appointments to the Board shall be on merit, and the NRC shall consider from a range of diversity perspectives, including but not limited to, the following qualities/parameters of the person:

- (a) Educational background;
- (b) Professional experience;
- (c) Skills and knowledge of the Industry;
- (d) Expertise and perspective;
- (e) Independence, in case of Independent Director;
- (f) Gender;
- (g) Age;
- (h) Residency; and
- (i) Any other relevant parameter.

The NRC shall:

- (a) recommend to the Board, the appointment of a person as a Director keeping in view this Policy;

- (b) recommend to the Board, and ensure transparency in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board;
- (c) ensure that no person is discriminated against on grounds of gender, marital status, age, religion, race, medical condition, national origin or ancestry or any other personal or physical attribute which does not speak to such person's ability to perform as a Board Member;
- (d) review the Policy, from time to time, to ensure its effectiveness; and
- (e) periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of the articles of association of the Company, the Act, the SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders can judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member. The necessary disclosures about the Policy and other details should be made as per the requirements of the SEBI Listing Regulations and Act. The Policy shall be made available on the website of the Company.

6. CONFLICT IN POLICY

In the event of any conflict between this Policy and the provisions contained in Applicable Laws and/or any other laws, the latter shall prevail.

7. AMENDMENT

Any change in the Policy shall be approved by the Board, upon the recommendation of NRC. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/ modification in the Applicable Laws and/or any other laws notified in this regard shall automatically apply to this Policy and the Company Secretary & Compliance Officer and the Chief Financial Officer are severally authorized to give effect to such amendment/ modification in this Policy.

8. VERSION HISTORY

Version	Effective Date	Author	Approver / Reviewer
1.0	November 24, 2021	Neera Chandak - Company Secretary & Compliance Officer	Board of Directors at its meeting held on November 24, 2021
2.0	November 12, 2024	Neera Chandak - Company Secretary & Compliance Officer	Board of Directors at its meeting held on November 12, 2024

