



CENTURY ENKA LIMITED

POLICY ON BOARD DIVERSITY

DOCUMENT CONTROL

Document version

This policy document named as "Policy on Board Diversity" document is version 1.0.

Revision history

SR. No.	Date of preparation / modification	Version No.	Modified by	Reviewed & recommended by	Reviewed and approved by
1	22 nd September 2022	1.0	Company Secretary	Nomination and Remuneration Committee	Board of Directors

Issuing Authority

This policy document is approved by the Board of the Company.

Author and Responsible Official

This policy document is to be maintained and updated by way of additions, deletions and modifications, only by the Legal and Secretarial Department subject to review of Managing Director and approved by the Board.

Every time the policy document is edited, the version increases by one unit and the version is to be mentioned in the Document Control section.

Applicability and Usage

This policy document applies to Board of Directors of the **Century Enka Limited**.

INTRODUCTION

The Company recognizes the importance of diverse Board and believes that it is indispensable for stronger financial performance, better corporate governance, strategic planning, growth prospects and improved brand value & reputation.

As per Regulation 4(2)(f)(ii)(5), the Board of Director shall ensure a transparent nomination process with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.

Further, pursuant to Regulation 19(4) read with Para 1A(b) & Para 3 of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Nomination and Remuneration Committee (NRC) shall devise a policy on diversity of board of directors and shall consider candidates from a wide range of backgrounds, having due regard to diversity, for appointment of Board members.

This policy on Board Diversity has been formulated by the Nomination & Remuneration Committee in accordance with Regulation 4(2)(f)(ii)(5), 19(4) read with Part-D of Schedule-II of the Listing Regulations and other laws applicable on the Company.

A diverse Board shall contribute to the achievement of the Company's objectives by:

- ▶ driving business results and strategic growth
- ▶ ensuring sustainable development and corporate governance
- ▶ enhancing quality and responsible decision-making capability
- ▶ enhancing the reputation of the Company

DEFINITION

- a) **'Act'** means the Companies Act, 2013 and includes notifications, circulars & clarifications as issued/amended by the Ministry of Corporate Affairs, from time to time.
- b) **'Board'** or **'Board of Directors'** means the Board of Directors of the Company.
- c) **'Company'** means Century Enka Limited unless the context otherwise provides.

- d) **'Director'** shall mean a member of the Board.
- e) **'Listing regulations'** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 includes Standard Operating Procedures (SOPs), notifications, circulars & clarifications as issued/amended by the Securities and Exchange Board of India, from time to time.
- f) **'Nomination and Remuneration Committee' or 'NRC'** means the Nomination and Remuneration Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act read with Regulation 19 of Listing Regulations.
- g) **'Policy' or 'this Policy'** means Policy on Board Diversity.
- h) **'SEBI'** means the Securities and Exchange Board of India.

SCOPE

This policy applies to the Board of Directors of the Company. It sets out the approach to ensure a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.

DIVERSITY STATEMENT

The Diversity statement includes:

- (a) optimum combination of executive and non-executive directors including Independent Directors and Women Directors
- (b) transparent and appropriate nomination process
- (c) appropriate blend of functional and domain expertise
- (d) diversity of thoughts, experience, knowledge, education, skills, perspectives, geography, culture, age and gender in Board

- (e) encourage healthy and open discussion and promoting independence of judgement
- (f) meet with the legal requirements of appointment of director(s)
- (g) comply framework of Nomination, Remuneration and Succession Policy.

INTERPRETATION AND MODIFICATION OF POLICY

The Board of the Company on recommendation of the Nomination and Remuneration Committee shall have authority to amend or modify this policy to align with any amendments made to the Act and rules made thereunder or Listing Regulations or applicable accounting standards or such other circulars, SOPs, guidelines or regulations issued by SEBI, Stock Exchange(s) or any other statutory authority or as and when deemed fit.

In the event of inconsistency of this policy with any statutory provisions, then the relevant provisions of such applicable law shall prevail upon the provisions of this policy.