

PNC INFRATECH LIMITED

POLICY ON BOARD DIVERSITY



BOARD DIVERSITY POLICY

Preface or Introduction

The Policy on Board Diversity ("the Policy") has been formulated by the Nomination and Remuneration Committee (the Committee) of PNC Infratech Limited (the Company) in terms of the requirements of **Regulation 19(4) read with PART D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Purpose

The Policy is framed 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 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 consistent with the Company's business perspective.

Policy Statement

This Policy requires that the Board of the Company is adequately diverse and recognizes and embraces the importance of having a diverse Board in Company's success. The Company believes that a diverse Board will contribute in achievement of the strategic objectives, including:

- a) To drive best business results;
- b) To enhance quality and responsible decision making capability;
- c) To enhance reputation of the Company;
- d) To advise on creativity and innovation;
- e) To advise on adoption of new technology;
- f) To provide better Corporate Governance

1. All the appointments to the Board should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, the Nomination and Remuneration Committee (hereinafter referred to as Committee) will consider the benefits of diversity in identifying and recommending persons for Board Membership. Further, no discrimination be made against any person on the ground of religion, race, gender, age or any other personal or physical attributes.

2. The Board of the Company shall have an optimum combination of executive, non-executive directors and Independent Directors in accordance with the requirements of the Listing Regulations and the Companies Act, 2013 or any amendment made therein and also any other statutory or regulatory requirements from time to time.

Monitoring, tracking and reporting

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

Accordingly, the Committee shall :

- assess the appropriate mix of diversity, skills, experience required on the Board;



- make recommendation to the Board in relation to appointment and maintain appropriate mix of diversity, skill, experience and expertise on Board;
- list the competencies/expertise that it believes Board of Directors should actually possess.

The Committee shall support laying down a succession plan for Directors of the Company and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for Directors. Amongst the requirements is to also plan for the evolution of on executive directors over a maximum approximate mix of skills, age and gender diversity on the Board.

The Company will provide sufficient information to the Shareholders as per the requirements of the Companies Act, 2013 and the Listing Regulations.

The Nomination and Remuneration Committee will review the policy as and when the need arises, which will include an assessment of the effectiveness of the Policy.

The Nomination and Remuneration Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

This Policy has been approved by the Board of Directors on 07.08.2015 and last revised on 13.02.2019. This Policy shall be displayed on the website of the Company.

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