



**POLICY ON BOARD DIVERSITY**

<b>Date of Implementation of policy</b>	February 08, 2017
<b>Last amended date</b>	May 09, 2024



## **POLICY ON BOARD DIVERSITY**

(Approved by the Board of Directors of the Company on February 08, 2017).

### **1) Preamble.:**

Pursuant to Regulation 19 (4) read with Part D of the Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015 (hereinafter referred to as the said “**SEBI LODR, Regulations**”, the Nomination remuneration Committee of the Dilip Buildcon Limited (hereinafter referred to as the said “**Company or DBL**”) has formulated the Policy on Board Diversity (“**Policy**”) to ensure that DBL adopt the best practice of the corporate governance at the board level and at the same time to has optimum blend of an executive or non-executive Director including women director etc. The Board of the said DBL is fully diversified and comprises of an ideal combination of executive and non-executive directors, including independent directors, with diverse backgrounds. Furthermore the Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.

### **2) OBJECTIVE.:**

The objective of this policy is to recognize and embrace the benefits of having a diverse Board which possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

### **3) POLICY STATEMENT.:**

The Company recognizes and believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing different skills, qualifications, professional experiences, knowledge, gender, ethnicity, background and other distinguished qualities etc. of the members of the Board, necessary for driving business results, achieving competitive advantage, effective corporate governance, and sustainable and balanced development.



The Company also maintains that Board appointments should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account discrete characteristics reflected in the Individual members, that the Board might consider relevant to function effectively and efficiently.

The composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, LODR Regulations as well as other statutory, regulatory and contractual obligations of the Company.

In the process of attaining a diverse Board based on the aforementioned criteria, the following norms needs to be assessed:

**i. Optimum composition.:**

- a) The Board shall have an optimum combination of Executive and Non-executive Directors.
- b) In accordance with the Listing Regulation, the Board of Directors of the DBL is having the appropriate combination of executive and Non-Executive director including Independent Director and such combination as shall be specified by the Securities exchange Board of India from time to time.
- c) The Company shall continue to maintain gender equality on the Board. Further, the Company shall maintain the composition of Board as per the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended thereof from time to time.

**ii. Diversity, Equity & inclusion.:** The DBL does not discriminate on the basis of the nationality, geography, ethnicity, gender, sexual orientation, age, physical abilities, family status, religious beliefs, perspective, experience or other ideologies with respect to induction at the Board. Furthermore, DBL Strive to adopt best governance practices in the induction process at board level from time to time.



### iii. Functional diversity.:

- a) appointment of Directors to the Board of the Company should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience, and skill of the proposed appointee which is relevant to the business of the Company.
- b) Knowledge and experience in domain areas such as **account and Finance, corporate governance and risk management, civil works, Mines and Minerals extraction, management and business strategy, quality assurance Engineering and quality control, structural and drawings, IT Administrator related to infrastructure/ construction policy, Project Management**, Legal, other Industry etc., should be duly considered while making appointments at the Board level **from time to time**.
- c) While appointing Independent Directors care is taken as to the independence of the proposed appointee **including regulatory requirement stipulated from to time**.
- d) Directorships in other companies may also be taken into account while determining the candidature of a person.

## 4) ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (“NRC”), inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

## 5) DISCLOSURE OF THE POLICY

The Company shall disclose this Policy on its website of the DBL. The necessary disclosure, if any, about the policy will also be made as per the requirements of LODR Regulations and Companies Act 2013.

## 6) AMENDMENTS TO THE POLICY



The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Nomination and Remuneration Committee/Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s) or any other appropriate Statutory Authority.

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