

KNR TIRUMALA INFRA PRIVATE LIMITED

POLICY ON BOARD DIVERSITY

CONTENTS

S. No.	Heading	Page No.
1	Purpose	
2	Scope	
3	Policy Statement	
4	Optimum Composition	
5	Functional Diversity	
6	Monitoring, Evaluation & Reporting	
7	Review of the Policy	
8	Disclosure of the Policy	

1. PURPOSE

Having a Board of Directors (**“Board”**) with a diverse and inclusive culture is essential to the success of the KNR Tirumala Infra Private Limited (**“KTIPL” / “Company”**). The Policy on Board Diversity (**the “Policy”**) aims to set out the approach, to achieve diversity on the Board of the Company.

2. SCOPE

This policy applies only to the Board of the Company and not to its employees.

3. POLICY STATEMENT

The Company recognizes and embraces the benefits of diversified Board as it helps in making good use of differences in knowledge, professional experience, expertise, qualification, skills, and range of outlooks that are required for the progressive business of the Company. Possessing a truly balanced and diverse Board with all these merits along with diversity in regional and industry experience, background, culture, race, age, gender and other relevant factors between directors as an integral element helps in maintaining competitive advantage.

The Board might consider relevant and applicable factors to balance the combination from time-to-time to function effectively.

The Company believes that a diverse Board can contribute to the achievements of its strategic and commercial objectives, including but not limited to:

- ❖ Driving result oriented business;
- ❖ Ensuring sustainable development;
- ❖ Augmenting quality and capability of constructive decision making;
- ❖ Enhancing the reputation of the Company; and
- ❖ Achieve effective corporate governance.

4. OPTIMUM COMPOSITION

Complying with 17(1)(a) of Securities Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”):

- KTIPL Board shall have an optimum combination of executive and non-executive directors and not less than fifty percent (50%) of the Board of Directors comprising non-executive directors.
- The Company shall have at least one woman director on the Board to ensure that there is no gender inequality on the Board.

Complying with 17(1)(b) of SEBI Listing Regulations:

- At least half of the Board shall comprise of independent directors (where the Chairman of the Board is executive) or at least one third of the Board consisting of independent directors (where the Chairman of the Board is non-executive).

5. FUNCTIONAL DIVERSITY

- Appointment of directors to the Board of the Company shall be based on the specific needs and business of the Company. Appointments shall be done based on qualification, knowledge, experience and skill of proposed appointee, which is relevant to business of the Company.
- Knowledge and experience in domain area shall be duly considered while making appointments to the Board level.
- While appointing independent director, care shall be taken so as to ascertain the independence of the proposed appointee.
- Directorships in other companies may also be taken into account while determining the candidature of a person.

6. MONITORING, EVALUATION & REPORTING

The Nomination and Remuneration Committee (“NRC”) and its policy are in compliance with Section 178 of the Company Act, 2013 and SEBI Listing Regulations, 2015. Monitoring, evaluation and reporting shall in be strict compliance of the same.

7. REVIEW OF THE POLICY

The NRC shall review the policy annually, which will include an assessment of the effectiveness of the policy.

The NRC shall discuss any revisions that may be required and recommend such revisions to the Board for approval.

8. DISCLOSURE OF THE POLICY

The Policy shall be published for public information on the Company’s website i.e. www.ktipl.co.in

Complying with Regulations 62 (1A) of the SEBI Listing Regulations, a summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards

achieving those objectives shall be disclosed by the Company in the Corporate Governance Report annually.