



BOARD DIVERSITY POLICY

(Adopted by the Board of Directors in a meeting held on 18th March, 2023)

1. PURPOSE:

This board diversity policy sets out the approach to diversity on the board of directors of Udayshivakumar Infra Limited.

2. SCOPE:

This policy applies to the board. It does not apply to employees generally

3. POLICY STATEMENT:

Udayshivakumar Infra Limited recognizes and embraces the importance of diverse board in its success. The company believes that a true diverse board will leverage differences in thought, perspective, knowledge skill, regional and industrial experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that the company retains its competitive advantage.

The company believes that a diverse board will contribute to the achievement of its strategic and commercial objectives, including to:

- Drive business results
- Make corporate governance more effective
- Enhance quality and responsible decision making capability
- Ensure sustainable development and,
- Enhance the reputation of the company.

The Nomination and remuneration Committee is responsible for reviewing and assessing the composition and performance of the board, as well as identifying appropriately qualified persons to occupy board positions.

While all appointments to the board will continue to be made on merit, the committee will consider the benefits of diversity in identifying and recommending the persons for board membership, as well as in evaluating the Board and its individual members.

Further, the committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital Status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as board member.

Accordingly the committee shall:

Assess the appropriate mix of diversity, skills, experience and expertise required on the board and assess the extent to which the required skills are represented on the board.

Make recommendations to the board in relation to appointments and maintain an appropriate mix of diversity, skills experience and expertise on the board, and

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 requirement of its articles of association of the company , the Companies Act 2013, listing Regulations and the statutory, regulatory and contractual obligations of the company..

The effective implementation of this policy requires that the shareholders are able to judge for themselves whether the board has constituted is adequately diverse, to this end the company shall continue to provide sufficient information to shareholders about the size, qualification and Characteristics of each Board Member.

4. RESPONSIBILITY AND REVIEW

The Nomination and remuneration Committee will review this policy periodically and recommend appropriate revisions to the Board.
