

VIKRAM THERMO (INDIA) LIMITED

**BOARD DIVERSITY  
POLICY**

*Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

## **1. Introduction**

In terms of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under part D, Schedule II of the said Regulation, a Board diversity Policy is framed. The Policy is approved by Nomination and Remuneration Committee.

## **2. Purpose**

The Board Diversity Policy (the "Policy") aims to sets out the approach to achieve diversity on the Board of Directors (the "Board") of Vikram Thermo (India) Limited.

## **3. Scope**

This Policy is applicable to the Board. It does not apply to employees.

## **4. Policy Statements**

With a view to achieve sustainable and balanced development, the Company witnesses increasing diversity at Board Level as essential element in supporting the attainment of objectives. The company recognizes and embraces benefits of having a diverse board and believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry, experience, cultural geographical, background, age, ethnicity, race and gender which will ensure effective decision making in the company.

The Board shall have an optimum combination of executive, non executive and independent directors in accordance with requirements under Companies Act, 2013, Listing agreement and SEBI Regulations.

The Nomination and Remuneration Committee (the "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.

## **5. Measurable Objectives**

The committee will annually approve and recommend to the board for approval all measurable objectives for achieving diversity on the board. At any given time, the board may seek to improve one or more aspects of its diversity and measure progress accordingly.

While recommending the appointment of directors on the Board, the Committee shall consider the merit of the candidate and benefits of diversity. The Committee will ensure that no candidate will be discriminated against on grounds of religion, race, gender, medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal and physical attribute which should not obstruct the candidates' ability to perform as a Board member.

## **6. Monitoring and Reporting**

- **Accordingly the Committee is responsible for:**
  - a. Assessing 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.
  - b. Making recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
  - c. Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.
  
- **The Nomination and Remuneration Committee will report to the Board on:**
  - a. Initiatives undertaken by the Committee in relation to board Diversity and to achieve the measurable objectives.
  - b. Progress in achieving the Measurable Objectives and to make recommendations to the Board on the same.
  
- The Remuneration and Nomination Committee will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

## **7. Review of Policy**

The Remuneration and Nomination Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Remuneration and Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

While reviewing board Composition, the committee will consider the benefits of all aspects of diversity, in order to maintain balance of skills, background, experience and knowledge on the board.

**8. Disclosure of Policy:**

The policy will be uploaded on Company's website ([www.vikramthermo.com](http://www.vikramthermo.com)) for public information.