



SINTERCOM
India Ltd.

BOARD DIVERSITY POLICY

1. INTRODUCTION

This Policy is in terms of revised Clause 49 of the Listing Agreement with the Stock Exchanges which provides that all the listed companies shall formulate a Board diversity policy. The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend this Policy from time to time.

2. POLICY OBJECTIVE

To ensure a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

3. COMPOSITION OF THE BOARD

3.1 EXECUTIVE AND NON-EXECUTIVE DIRECTORS

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-Executive Directors.

3.2 INDEPENDENT DIRECTORS

If the chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least 50% of the directors on the Board shall be Independent Directors.

An Independent director shall hold office for a term of up to five consecutive years on the Board of a Company, but can be appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy Independent Director means the Independent Director as defined in Clause 49 of the listing Agreement.

3.3 WOMAN DIRECTOR

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of atleast one-woman director.

3.4 EXPERIENCE AND EXPERTISE

The Board shall have optimum combination of directors having experience in various fields.

The Board should comprise of atleast one director having experience in the Industry.

The Board should have atleast one director having financial/accounting expertise.

The Board should have atleast one director having reasonable experience in the administration.

However, if the Company have a single director having all the above expertise then appointment of such person shall be sufficient compliance of this clause 3.4.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

4. REVIEW OF THIS POLICY

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy

5. DISCLOSURES

The Board's composition (including gender, ethnicity, age etc.) will be disclosed in the Annual Report.

SINTERCOM INDIA LIMITED

JIGNESH RAVAL

Managing Director