



POLICY ON BOARD DIVERSITY

Nila Infrastructures Limited

CIN: L45201GJ1990PLC013417

Registered Office: First Floor,

Sambhaav House; Opp: Chief Justice's Bungalow,

Bodakdev, Ahmedabad - 380015

1. OBJECTIVE:

The Policy on Board diversity (“the Policy”) sets out the Company’s approach to ensuring adequate diversity in its Board of Directors (“the Board”) and is devised in consultation with the Nomination and Remuneration Committee (“the Committee”) of the Board.

Building the Board of diverse and inclusive culture is integral to success of Nila Infrastructures Limited (“the Company”). The Board considers that its diversity, including gender diversity, is a vital asset to the business.

2. SCOPE:

This Policy applies to the Board of Directors of the Company.

3. POLICY STATEMENT:

The Company recognizes and appreciates the benefit of having a diverse Board of Directors and witnesses increasing diversity at Board level as an essential element in maintaining competitive advantage in the business in which it operates. The Company believes that a truly diversified Board will leverage difference in thoughts, perspective, knowledge, skills, regional and industrial experience, cultural and geographical background, age, race and gender which will ensure that the Company retains its Competitive advantage. These difference will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Board of Directors shall consist of at least one woman director. The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013 and the Listing Agreement and SEBI Laws.

All the Board appointments will be considered on meritocracy, and candidates will be considered against objective criteria, having due regards for the benefit of diversity on the Board.

Selection of candidates will be based on a range of diversity criterion, including seniority, gender, age, culture, educational background, ethnicity, professional experience, skill and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the board.

4. MONITORING AND REPORTING:

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.

The Nomination and Remuneration Committee shall be further responsible for:

- 4.1 Formally assessing the appropriate mix of diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are present on the board;
- 4.2 Making recommendations to the Board in relation to the Board succession, including the succession of the Chairman, to maintain and appropriate mix of diversity, skills, experience and expertise on the Board and;
- 4.3 Reviewing and reporting to the Board in relation to Board diversity.

5. REVIEW OF THE POLICY:

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