

BOARD DIVERSITY POLICY

1. PURPOSE

Pursuant to Part D of Schedule II of the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee ("NRC") of the Board is, *inter alia*, required to formulate a Policy on Board Diversity and lay down the criteria for determining qualifications, positive attributes of independence of director.

Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of a company.

In view of the above, Batliboi Limited ("Company") has framed this Policy on Board Diversity and Director Attributes ("Policy") that encourages diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Policy sets out the approach to diversity in the Board of Directors of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise.

This Policy has been adopted by the Board of Directors of the Company, based on the Recommendations of the Nomination & remuneration Committee meeting held on 30th January, 2016.

2. OBJECTIVES OF THE POLICY

The Objectives of the Policy include:

- To formulate the criteria for determining qualifications, positive attributes required for appointment of Directors, Key Managerial Personnel and Senior Management and also the criteria for determining the independence of a Director.
- While recommending the appointment of a director to, *inter alia*, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board;
- To help the Company build a better Board that can draw upon a wide range of perspectives, expertise, knowledge and experience;
- To achieve an optimum and balanced Board, with a wide range of attributes;
- To encourage healthy and open discussion and promote independence of judgment in Board and Committee deliberations; and
- To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors.

3. **POLICY STATEMENT**

To meet the above Objectives:

- The Board of Batliboi limited will ensure that a transparent Board nomination process is in place that encourages diversity of thought, experience, skills, knowledge, perspective, age, nationality, gender, cultural and educational background;
- It will be ensured that the Board has an appropriate blend of functional and industry expertise and skills;
- The consideration and selection of candidates for appointment to the Board will be based on merit which shall include a review of any candidate's integrity, experience, educational background, industry or related experience and more general experience;
- Candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related experience and having the ability to devote sufficient time to the affairs of the company, should be considered for the appointment to the Board; and

4. **MONITORING AND REPORTING**

The NRC will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The NRC will discuss any revision that may be required and recommend the same to the Board for approval.