

## **POLICY FOR DETERMINING QUALIFICATIONS OF DIRECTOR**

### **1. OBJECTIVE:**

- 1.1. Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations) confers various duties, responsibilities and functions on the Board and Directors.
- 1.2. In order to successfully discharge the functions and responsibilities as also to effectively manage the business complexities, it is imperative that the Board members shall possess requisite attributes and competence.
- 1.3. Objective of this Policy is to set criteria for selection and appointment of Board members.

### **2. POLICY:**

- 2.1. For evaluating suitability of individual Board members, the person must satisfy following criteria and attributes:
- 2.2. Shall possess a Director Identification Number or any other identification number prescribed by the Central Government which shall be treated as Director Identification Number for the purposes of the Act;
- 2.3. In case of Independent Director (ID), he/she must be registered in the ID databank;
- 2.4. Shall not be disqualified under the Act, or pursuant to any order of Securities and Exchange Board of India or any other such authority;
- 2.5. Should either be qualified in any professional discipline or must have proven track record of strong managerial capabilities;
- 2.6. Must have general understanding of business dynamics;
- 2.7. Should possess knowledge and skills in one or more field of sales marketing, technical operations, research, accounting, finance, forex, management, administration, risk management, corporate governance etc.;
- 2.8. Must possess relevant experience at policy-making and operational levels in large organizations at leadership position with significant international activities.
- 2.9. Must have high standards of integrity and probity;

2.10. Must have attributes to bring independent judgment to Board's deliberations and decisions.

Possesses requisite qualities to safeguards the interest of all stakeholders.

2.11. Must not be working with or serving on Board of competitor companies.

2.12. Should not have direct or indirect conflict of interest with company.

2.13. As and when the Board decides to induct new board members, the Nomination and Remuneration Committee shall first evaluate suitability of person on the above parameters and criteria and recommend the same to Board.

### **3. CRITERIA OF INDEPENDENCE**

3.1. The NRC shall assess the independence of Directors at the time of appointment / re-appointment and the board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationship are disclosed by a Director.

3.2. Must have attributes to bring independent judgment to Board's deliberations and decisions.

3.3. The criteria of independence, shall be, as laid down in Act, Listing Regulations and other relevant laws, if any, as amended from time to time.

### **4. MONITORING & REVIEW:**

4.1. The Nomination & Remuneration Committee may monitor, review and amend the Policy from time to time as also whenever necessitated due to amendments in the Companies Act, 2013 and Rules thereunder, Listing Regulations or any other Regulations subject to approval of the Board of Directors.

\*\*\*\*\*