



Policy on Board Diversity

GLASS WALL SYSTEMS (INDIA) LIMITED

Policy on Board Diversity

1. BACKGROUND

This Policy on Board Diversity (the “**Policy**”) for the Board of Directors (the “**Board**”) of Glass Wall Systems (India) Limited (the “**Company**”) has been formulated by the Nomination and Remuneration Committee (“**NRC**”) in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI (LODR) Regulations, 2015, the NRC of the Company has to devise Policy on Board Diversity.

2. OBJECTIVES

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as a whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company’s business perspective.

3. DEFINITIONS

For the purpose of this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

- (a) **Board** means the Board of Directors of the Company;
- (b) **Board Diversity Policy** means this policy, as amended from time to time;
- (c) **Committee** means the Nomination and Remuneration Committee of the Board;
- (d) **Companies Act** means the Companies Act, 2013, read with the rules thereunder, as amended;
- (e) **Director** means a member of the Board; and
- (f) **Company** means Glass Wall Systems (India) Limited.

4. APPROACH

The Company recognizes the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company. The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

A. Optimum Composition

The Committee shall ensure that the Board shall have an optimum combination of Executive, Non-Executive and Independent Directors in accordance with requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

At least half of the Board should comprise of Independent Directors (where the Chairperson of the Board is executive) or at least one third of the Board should comprise of Independent Directors (where the Chairperson of the Board is Non- Executive).

At least half of the Board of the Company shall consist of independent directors where the regular non-executive chairperson is a promoter or is related to any promoter or person occupying management positions at the level of Board or at one level below the Board as required under Regulation 17 of the SEBI Listing Regulations.

The Board shall comprise of not less than six directors as required under Regulation 17 of the Listing Regulations.

The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

B. Functional Diversity

Appointment of directors to the Board of the Company should be based on the specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.

Knowledge of and experience in domain areas such as Pharmaceuticals, Information technology, Banking and Finance, Corporate, Investment Banking, Legal, Risk, Management, etc., should be duly considered while making appointments to the Board level.

While appointing Independent Directors, care should be taken as to the independence of the proposed appointee.

Directorship in other companies may also be taken into account while determining the candidature of a person.

C. Stakeholder diversity

The Company may also have directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/ or any agreement between the Company and the nominating agency.

Subject to the provisions of Section 151 of the Companies Act, 2013 read with the relevant rules made thereunder, the Company may, upon notice of not less than one thousand small shareholders or one-tenth of the total number of such shareholders, whichever is lower have a small shareholders' director elected by small shareholders.

As far as practicable and subject to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board shall have:

- a) at least one Woman Director;
- b) at least one person with scientific or technical expertise relevant to the Company's business;
- c) at least one person with expertise in finance / accounting / banking;
- d) at least one person with senior level managerial experience.

The NRC may consider the above factors while recommending to the Board a new person for appointment as Director. While aiming at diversity, all the appointments to the Board will be based on merit with respect to the skill, experience, independence, knowledge and expertise.

5. ROLE OF NRC

The Nomination and Remuneration Committee shall be responsible for:

- a. reviewing and assessing the Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualifications, positive attributes and independence;
- b. 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 represented on the Board;
- c. making recommendations to the Board in relation to Board succession, including the succession of the Chairperson, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board;
- d. reviewing and reporting to the Board in relation to Board Diversity; and
- e. make recommendations to the Board regarding the Measurable Objectives.
- f. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- g. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- h. Recommend to the board, all remuneration, in whatever form, payable to senior management.

6. REVIEW / AMENDMENT

The NRC will review the policy as and when required, which will include an assessment of the effectiveness of the policy.

The NRC will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

7. EFFECTIVE DATE

The Board Diversity Policy shall come into effect on from the date of Listing.