



DIGINOTICE LIMITED

BOARD DIVERSITY POLICY

[As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)]

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PURPOSE

As per the requirements under the Regulations 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**Listing Regulations**”) and such other regulatory provisions, as applicable the Nomination and Remuneration Committee of the Company (the “**NRC**”) is required to devise a policy for having diversity on the board of directors (the “**Board**”) of Diginotice Limited (“**VLL**” or “the Company”).

INTRODUCTION

The Board Diversity Policy (‘the Policy’) sets out the approach to diversity on the Boards of Directors of the **Diginotice Limited** (hereinafter referred to as “the Company”). The Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of Articles of Association of the Company, The Companies Act 2013, SEBI (Listing Obligations and Disclosure requirements) Regulations, 2018 LODR and the statutory regulatory and contractual obligations of the Company.

SCOPE OF APPLICATION

The Policy applies to the Board. It does not apply to diversity in relation to employees of the Company.

POLICY STATEMENT

The Company believes diverse board with differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender will ensure that the Company retains its competitive edge. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

Nomination Committee and Remuneration Committee (‘the Committee’) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors.

1. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
2. In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.



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3. The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption.

Further the committee will ensure that no person is discriminated against on the grounds of religion race gender pregnancy child birth or related medical conditions national origin, ancestry, marital status, age sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a board member.

REVIEW OF THE POLICY

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval. Also, at any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.
