

GI Engineering Solutions Limited

POLICY ON BOARD DIVERSITY

➤ PURPOSE

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has framed the Policy on Board Diversity ('the Policy') which sets out the approach to diversify the Board of Directors (the 'Board') of GI Engineering Solutions Limited (the "Company").

➤ SCOPE

This Policy applies to the Board. It does not apply to the employees generally.

➤ POLICY STATEMENT

The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of thoughts, perspective, knowledge, regional and industry experience, cultural and geographical background, age, ethnicity and gender which will ensure that the Company retains its competitive advantage.

The Nomination & Remuneration Committee ("The Committee") is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriate qualified persons to occupy Board positions. However, the Company maintains that the Board appointments should be based on merit that complements but not limits to the attributes listed above.

Further, the Committee shall ensure that no person is discriminated on the grounds of race, religion, caste, creed, gender, age or any other personal or physical attribute etc.

The Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

➤ **REVIEW OF POLICY**

The Committee of the Board shall review the policy from time to time. The Committee shall also review and recommend any such required changes to the Board for consideration and approval.

➤ **DISCLOSURE OF THE POLICY**

The Policy will be disclosed on the Company's Website and necessary disclosure about the policy shall also be made as per the requirements of Listing Regulations and the Companies Act, 2013.