

THE BOMBAY DYEING AND MANUFACTURING COMPANY LIMITED

BOARD DIVERSITY POLICY

1. PURPOSE

Clause 49 (IV)(B)(3) of the Listing Agreement with Stock Exchanges requires the Nomination and Remuneration Committee of the Company to devise a Policy on Board Diversity.

In view of the above, The Bombay Dyeing and Manufacturing Company Limited (hereinafter referred to as “Bombay Dyeing”) has framed this Policy on Board Diversity (hereinafter referred to as “Policy”). This Policy has been adopted by the Board of Directors of the Company based on the recommendations of the Nomination & Remuneration Committee (hereinafter referred to as “NRC”). Going forward, the NRC may review and amend the Policy, as and when required, subject to the approval of the Board.

2. OBJECTIVES OF THE POLICY

The Objectives of the Policy include:

- Diversity and Inclusion initiatives based on sound business principles and objectives.
- To help the Company build a Board that can draw upon a wide range of perspectives, expertise, knowledge and experience.
- To bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes.
- To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations.

3. POLICY STATEMENT

To meet the above Objectives:

- The Board of Bombay Dyeing will ensure that a transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender.
- It will be ensured that the Board has an appropriate blend of functional and industry expertise.
- While recommending the appointment of a Director, the NRC will consider the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.
- To meet the objectives of driving diversity and an optimum skill mix, the NRC may seek the support of Group Human Resources.

4. MEASURABLE OBJECTIVES

The NRC will discuss and agree periodically all measurable objectives for achieving diversity, if any required, on the Board and recommend the same to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

5. 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.