

**Godfrey Phillips India Limited**  
Board Diversity Policy

**Contents**

I. Purpose .....	2
II. Scope and Applicability .....	2
III. Policy Statement .....	2
IV. Roles and Responsibility .....	2
V. Communication of the Policy .....	3
VI. Review .....	3
VII. Version Control .....	3

## **I. Purpose**

As per the provisions of the Companies Act, 2013 (hereinafter referred to as “Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “LODR Regulations”), Nomination and Remuneration Committee (hereinafter referred to as “Committee” or “NRC”) is required to devise a Policy to ensure diversity in the Board. In pursuance of this, Godfrey Phillips India Limited (“hereinafter referred to as “GPIL” or Company”) has devised this Board Diversity Policy ((hereinafter referred to as the “Policy”) which is duly created by the Committee and approved by the Board of Directors (hereinafter referred to as “Board”). This Policy comes into effect from the 27<sup>th</sup> May, 2023.

## **II. Scope and Applicability**

This Policy is applicable to members of the Board of GPIL.

## **III. Policy Statement**

GPIL recognizes the importance of promoting and maintaining diversity in the Board and is committed to have a diverse Board for the Company. By diversity the Company means, diversity in terms of thought, perspective, industry experience, cultural and geographical background, age, gender, knowledge & skills including expertise in financial, global business, leadership, technology, strategy, sales and marketing, Environment, Social & Governance (hereinafter referred to as “ESG”), risk management, cyber security and other domains. The Company believes that a diverse background can promote positive and sustainable growth of the Company as well as its stakeholders by leveraging diversity in different domains and making the decision-making process more effective.

## **IV. Roles and Responsibility**

In compliance with the provisions of the Act and LODR Regulations, the Committee is responsible for formulating criteria for determining qualifications, positive attributes, independence, etc. for appointment on the Board or the Company.

The Committee shall ensure that while identifying/hiring the persons on the Board, meritocracy is ensured and that no discrimination has been done on the grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, orientation, or any other personal or physical attribute or anything which does not speak about the competence of the person to be appointed. In addition, the Committee shall give due importance to the values and ethical orientation of the person.

Following the above principle, the Committee shall-

- a. Evaluate if the extent of diversity in terms of skills, experience and expertise is available in the Board and the appropriate mix of diversity required on the Board.

- b. Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience, and expertise on the Board.
- c. Review the requirements from time to time with regards to diversity on the Board and report the findings to the Board.

As per the LODR Regulations, there must be an appropriate mix of executive, non-executive and independent directors depending upon whether the Chairperson is executive or non-executive and that here must be one independent woman director on the Board. GPIL, thus, shall ensure that the provision of all the laws, rules and regulations are duly complied with, and the NRC while making the identification and recommendation the Board, shall ensure the compliance with the required national guidelines.

**V. Communication of the Policy**

The Policy shall be available on relevant mediums of communication like intranet and corporate website.

**VI. Review**

The Policy may be reviewed by the Committee through the Company Secretary as and when it deems necessary or in compliance with the amendment made to the Act, LODR Regulations or enactment of any other Act, rules and regulations made thereunder. The Policy shall be approved by the Board thereafter.

**VII. Version Control**

Version	Change Description	Date
1.0	New Policy drafted	27/05/2023