



# **KANODIA CEMENT LIMITED**

## **Board Diversity Policy**

*(As per Reg 19(4) read with Part-D of  
Schedule-II of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015)*

**Regd. Office:**

**D-19, UPSIDC Land Industrial Area, Sikandrabad, Bulandshahr, UP-203205**

**Corporate Office:**

**A-21, Sector-16, NOIDA, Gautam Buddha Nagar, UP-201301**

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## **Purpose**

The composition of the Board of Directors is one of the pillars for a robust corporate governance framework. For a Company with the size and complexity such as ours, balancing the skills and experience, educational and occupational background, functional expertise and domain knowledge of the Board Members, as well as their social, cultural, ethnic and gender diversity, is extremely important.

A diverse Board will ensure that the Company gets the maximum benefit from the contributions and deliberations of an accomplished but dissimilar group of individuals and professionals, bringing a broader and more comprehensive perspective, that issues are discussed and status quo's if any addressed from different angles, fostering creativity in the Board's decision making process as well as provide for comprehensive strategic planning and effective risk management at the highest level.

A diverse Board also reflects more appropriately the reality on the ground, mirroring the diverse nature of the company's various stakeholders themselves, and also facilitates better social acceptability. This policy therefore spells out the philosophy of the Company on Board diversity.

## **Law & Applicability**

As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI Listing Regulations, the NRC of the Company has to devise Policy on Board Diversity. This policy serves as a guiding principle for the purpose of determining the composition and selection of candidates for appointment on the Board of Directors. It does not apply on employees of Company.

## **Policy Statement**

1. The Board of Directors of the Company shall comprise a group of professionals and individuals, with proven accomplishments and standing in their respective area of expertise, either in their individual or professional capacities and who can, thus, contribute meaningfully in good corporate governance and in providing direction towards achieving the Company's strategic objectives and obligations towards its various stakeholders.
2. The Board shall be comprised of a set of accomplished individuals, ideally representing a wide cross-section of industries, professions, backgrounds, occupations and functions, and possessing a blend of skills, domain and functional knowledge, experiences, educational qualifications, both individually and collectively.
3. Not only will there be no discrimination or bias on grounds of age, ethnicity, gender, religion or other socio-cultural factors, but the endeavor would be to have a group of individuals on the Board, with a diverse set of personalities and demographics.

4. All directors shall be encouraged to express their views openly, constructively, independently and without any concern, on all matters placed before the Board for discussion.
5. The appointment on the Board will be made on merit, which shall take into consideration the skills, experience, and competencies required for effective functioning and independence of the Board, and also personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director.
6. The Board shall have an optimum combination of both independent and non-independent directors, and the Company shall comply with all statutory and regulatory requirements with regard to the composition and diversity of the Board.
7. The Nomination and Remuneration Committee shall play an important role in identifying suitable candidates, and in recommending their candidature for appointment on the Board of Directors of the Company as and when the need arises.
8. Whilst identifying a candidate, the Nomination and Remuneration Committee shall inter alia take into consideration the present composition of the Board, the competencies required to further strengthen the Board, the time and availability of the candidate being recommended for appointment and the personal attributes referred to above. .
9. While appointing independent directors, the Nomination and Remuneration Committee shall ensure the independence of the proposed appointee. The directorships held in other companies should also be considered while determining the candidature of a person. Additionally, at least one-woman director must be appointed, as mandated under Section 149(1) of the Companies Act, 2013, and Regulation 17(1)(a) of the SEBI LODR Regulations.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- (i) Decisions pertaining to recruitment and remuneration of the directors will be based on their performance and competence; and
- (ii) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination on the basis of gender, race, ethnicity, country of origin, nationality or cultural background considered in the board nomination process for the right balances of skills, knowledge and diversity in the Board of Directors. The Board should have a mix of members



with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, environment, technology, logistics, transportation, operations of the company's businesses and other disciplines related to the company's businesses.

## **Composition of Board**

The Board should have an optimum number of executive and nonexecutive directors and not less than 50% of the Board should consist of the Independent Directors as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

## **Review of the Policy**

The Nomination and Remuneration Committee has been empowered to review the Policy periodically and to make changes therein as may be required, so as to be aligned to the Company's strategic objectives and to be in conformity with statutory and regulatory requirements, if any. Any major changes affecting the basic substratum of the Board's composition shall be brought before the Board for its consideration and approval.

## **Amendments:**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

## **Disclosures:**

A summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the Corporate Governance Report annually.

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*This Policy has been adopted at the Board Meeting held on 22.03.2025 (Saturday).*