


eClerx

Board Diversity Policy

Project	Board Diversity Policy
Company	eClerx Services Ltd.
Prepared by	Legal & Secretarial

Document Title: Board Diversity Policy	
Template Version: -	
Last Updated: November 2022	

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Table of Contents

1.	Objective	4
2.	Applicability	5
3.	Policy Statement.....	6
4.	Monitoring & Review.....	7
5.	Scope And Limitation.....	8

Document Title: Board Diversity Policy	
Template Version: -	
Last Updated: November 2022	

1. Objective

- The Policy on Board Diversity (the “Policy”) sets out the approach to diversity on the Board of Directors (the “Board”) of eClerx Services Limited (the “Company”).
- This Policy is being adopted by the Company to comply with the applicable rules and regulations of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Document Title: Board Diversity Policy	
Template Version: -	
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2. **Applicability**

- This policy applies to the Board of the Company

Document Title: Board Diversity Policy	
Template Version: -	
Last Updated: November 2022	


3. Policy Statement

- The Company recognize and embraces the importance of a diverse Board in its success. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to cultural and gender, age, geographical background, regional and industry professional experience, skill and knowledge.
- Company believes that a diverse Board will contribute to the attainments of its strategic and commercial objectives, including to:
 - Efficient business performance
 - Enhance quality and responsible decision-making capability
 - Augmented corporate governance standards and efficacy
 - Ensure sustainable development
 - Enhance the reputation of the Company
- The Nomination & Remuneration Committee (“the Committee”) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions. The Committee will also discuss and agree all measurable objectives for achieving diversity of the Board and recommend them to the Board for adoption as and when deemed fit.
- While all Board appointments are based on merit, the Committee would consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as evaluating the Board and its individual members.
- Further, the Committee will ensure that no person is discriminated on grounds of religion, race, gender, medical conditions, national origin, marital status, age or any other personal or physical attributes which does not speak about such person's ability to perform as a Board member.
- Accordingly, the Committee shall:
 - Assess the appropriate diversity mix, skills, experience, and expertise required on the Board and assess the extent to which the required skills are presently represented on the Board.
 - Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience, and expertise on the Board.
 - Review and report to the Board requirements, if any, in relation to diversity on the Board as and when deemed fit.
- The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Companies Act, 2013 and Rules made thereunder, Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

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Template Version: -	
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4. Monitoring & Review

- The Nomination & Remuneration Committee may monitor, review and amend the Policy from time to time as also whenever necessitated due to amendments in the Companies Act, 2013 and Rules thereunder, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 or any other Regulations and recommend appropriate revisions to the Board.

Document Title: Board Diversity Policy	
Template Version: -	
Last Updated: November 2022	

5. Scope And Limitation

- In the event of any conflict between the provisions of this Policy and the Listing Regulations/Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

Date: November 10, 2022

Place: Mumbai

P.D. Mundhra

(Executive Director)