



INDAG RUBBER LIMITED
(CIN-L74899DL1978PLC009038)

POLICY ON DIVERSITY OF
BOARD OF DIRECTORS



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1. Purpose

In accordance with section 178 of the Companies Act, 2013 ("Act") and Regulation 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations, 2015") the Nomination and Remuneration Committee ("Committee") has framed this Policy on Board Diversity ("Policy").

This Policy sets out the approach to have diversity on the Board of Directors of Indag Rubber Limited ("Indag") resulting in optimal decision-making & assisting in the development and execution of a strategy which promotes success of Indag for the collective benefit of its stakeholders.

2. Scope

This Policy applies to the Board only and does not apply to diversity in relation to the employees of the Company.

3. Vision

The Company recognizes the importance and benefits of having a diverse Board to enhance its performance. Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively.

4. Objectives of the Policy

The Objectives of the Policy include:

- i. Board to drive diversity and have an appropriate blend of functional and industry expertise;
- ii. While recommending the appointment of a director to, inter alia, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board;
- iii. To help the Company build a better Board that can draw upon a wide range of perspectives, expertise, knowledge and experience;
- iv. To achieve an optimum and balanced Board, with a wide range of attributes;

- v. To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations; and
- vi. To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Director(s).

5. Policy Statement

In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

- 1) The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced development.
- 2) The Nomination and Remuneration Committee has responsibility for leading the process for Board appointments and for identifying and monitoring, for approval by the Board, candidates for appointment to the Board.
- 3) Board appointments will be based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board, including gender.
- 4) 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, 2015 and the statutory, regulatory and contractual obligations of the Company.

6. Limitations, Review and Amendment

In the event of any conflict between the provisions of this Policy and of the applicable laws, the provisions of applicable laws shall prevail over this Policy.

Any subsequent amendment / modification to the applicable laws shall automatically apply to this Policy.

The Committee will review this Policy at least once in every three years and recommend appropriate revisions to the Board.



7. Disclosure of the Policy

The Company shall disclose this Policy on its website i.e. www.indagrubber.com. The necessary disclosure, if any, about the policy will also be made as per the requirements of Listing Regulations, 2015 and other applicable laws

8. Version history

Version	Approved on/ Effective from
Version 1	April 11, 2015
Version 2	February 11, 2025