

**EXXARO TILES LIMITED**



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**POLICY ON BOARD DIVERSITY**

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**(Approved by the Board of Directors of the Company at its meeting held on  
05<sup>th</sup> January 2021)**

**Exxaro Tiles Limited  
Regd. Office: Survey No: 169 &  
170, Vavdi Harsol Road, Mahelav,  
Talod, Sabarkantha-383305,  
Gujarat.**

## 1. INTRODUCTION

Exxaro Tiles Limited (“**Exxaro**” or “**Company**”) is engaged in manufacturing and marketing of vitrified tiles used majorly for flooring solutions in India and the Boardroom is where strategic decisions are made which have helped the Company reach the place it has today. It is, therefore, imperative that the Board of Directors of the Company (“the Board”) consists of individuals who together offer an optimal mix of skills, experiences and backgrounds. Exxaro, acknowledging the importance of diversity in the Boardroom, has framed a formal policy on Board Diversity In accordance with the Regulation 19(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”).

## 2. OBJECTIVE

The Board Diversity Policy (**‘the Policy’**) sets out the approach to diversity on the Board of the Company. The Policy applies to the Board. It does not apply to diversity in relation to employees of Exxaro.

## 3. POLICY STATEMENT

The Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of the differences in skills, regional and industry experience, background, race, gender and other distinctions between the Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which are required on the Board for it to be effective.

The Board, while considering a candidate for appointment to the Board, shall ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The Board recognises that gender diversity is a significant aspect of diversity and acknowledges that women with the right skills and experience are key contributors to diversity of perspective in the Boardroom.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. 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, SEBI LODR and the statutory, regulatory and contractual obligations of the Company.

## 4. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board (**‘the Committee’**) reviews and assesses Board composition on behalf of the Board and lays down the criteria for appointment to the Board and recommends the appointment of new Directors to the Board. The Committee also oversees the annual evaluation of the Board as per the guidance provided in the Evaluation Policy.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

As part of the annual performance evaluation of the Board, Board Committees and individual Directors, the Committee will consider the balance of skill, knowledge, experience, independence, and diversity on the Board, to evaluate the effectiveness of the Board as a whole.

The Nomination Committee is responsible for developing measurable objectives to implement this policy and for monitoring progress towards the achievement of these objectives.

### **5. REVIEW OF THE POLICY**

The Nomination and Remuneration Committee shall periodically review the Policy, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

### **6. DISCLOSURE OF THE POLICY**

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of Listing Regulations and Companies Act 2013.