

INDIA STEEL WORKS LIMITED

Regd.Off.: India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203,
Maharashtra. CIN: L29100MH1987PLC043186

THE BOARD DIVERSITY POLICY

BACKGROUND

India Steel Works Limited (hereinafter referred as the 'Company') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws.

The term "diversity" of Board of Directors has not been defined. Diversity is statutorily achieved, more particularly functionally, residence and gender wise, whereby the Board has to have an optimum combination of executive, non-executive, independent, resident/non resident and woman director/s, small shareholders directors in terms of law and corporate governance.

The individuals of the Board should be diverse in background, education, experience, knowledge, thoughts, perspective, functional expertise, independence, age and gender. Diversity would further include differences that relate to communication styles, problem solving & interpersonal skills.

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

PURPOSE

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business

OBJECTIVE

The purpose for achieving diversity on the Board of Directors of the Company is for the benefits of:-

1. Enhancement of the quality of decision making and better performance of the Board ;
2. Usher in independence in the performance of the Board;
3. Eradicate the gender bias in the Board;
4. Achievement of sustainable and balanced performance and development in the Company;
5. Support the attainment of strategic objectives of the Company; &
6. Compliance of applicable law/s and good corporate governance practices.

The Company believes that to a large extent requisite diversity is already present in the Board of the Company which, however, needs to be reviewed in terms of this Policy.

AUTHORITY FOR THE BOARD DIVERSITY POLICY

The Nomination & Remuneration Committee ('Committee') of the Company shall lay out the Board Diversity Policy for approval of the Board of Directors and once approved, shall implement it.

The Committee of the Board shall be responsible for:

- a. Reviewing and assessing the composition and performance of the Board;
- b. Identify appropriate qualified personnel to occupy Board position;
- c. Suggest appropriate expertise and diversity required based on future projected activities of the Company;
- d. Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board;
- e. Ensuring that selection process is formal and thorough and non-discriminatory;
- f. Review and report any changes in relation to the diversity of the Board.

Appointment of Directors and composition of the Board shall be considered from a range of diversity perspectives, including but not limited to the following qualities/parameters of the individual:-

- a. Educational background
- b. Professional experience
- c. Skills and knowledge of the Industry
- d. Expertise, Perspective, Independence in case of Independent Director,
- e. Gender, Age, Residency
- f. Any other relevant parameter

The ultimate decision shall be based on merit and contribution that the selected candidate is expected to bring to the Board. The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations and other statutory / regulatory requirements.

MONITORING, TRACKING AND REPORTING

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Committee will conduct and annual review of the policy (including a review of the effectiveness of the Policy), discuss any changes with the Board and ensure that the revisions to the Policy are approved by the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification / characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Regulations and Companies Act, 2013.

The Committee shall review this Policy on a periodic basis and recommend revisions to the Board for consideration and approval. The policy shall be made available in the website of the Company.