

PRITISH NANDY COMMUNICATIONS LIMITED

PRITISH NANDY COMMUNICATIONS LTD

CIN L22120MH1993PLC074214

87/88 Mittal Chambers, Nariman Point, Mumbai 400 021

BOARD DIVERSITY POLICY

(Pursuant to Clause 49(IV)(B)(3) of the Listing Agreement)

A. INTRODUCTION

In accordance with the provisions of Clause 49(IV) (B) (3) of the Listing Agreement entered into by the Company with the Stock Exchanges, the Board of Directors (*“the Board”*) of Prtish Nandy Communications Ltd. (*“the Company”*) has adopted this Policy upon the recommendation of the Nomination and Remuneration Committee.

The Board based on the recommendation of the Nomination and Remuneration Committee may amend this Policy from time to time to incorporate any subsequent amendment(s)/ modification(s) in the Listing Agreement with respect to matters covered under this Policy or otherwise.

B. OBJECTIVE

The objective of this Policy is to set out the approach for achieving diversity for the Board of Directors.

C. DEFINITIONS

“Nomination and Remuneration Committee” or **“Committee”** means the Committee of the Board constituted/ re-constituted under the provisions of Clause 49 of the Listing Agreement read with Section 178 of the Companies Act, 2013 as in force from time to time.

“Board of Directors” or **“Board”** means the Board of Directors of Prtish Nandy Communications Ltd., as constituted/ re-constituted from time to time.

“Company” means Prtish Nandy Communications Ltd.

“Policy” or **“this Policy”** means Board Diversity Policy.

D. POLICY

1. The Company recognizes the benefits of having a Board of Directors that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.
2. The Board of Directors shall have the optimum combination of Directors from different areas/ fields like Finance, Management, Accountancy, Law, Technical or such other fields as

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may be considered relevant by the Nomination and Remuneration Committee for achieving a diverse Board.

3. The Board shall have at least one Board Member who has accounting or related financial management expertise and at least three Directors who are financially literate.
4. The Board appointments should be based on merit and should complement and expand the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background and any other factors that the Nomination and Remuneration Committee may consider relevant for achieving a diverse Board.
5. The Nomination and Remuneration Committee shall be responsible for reviewing the structure, size and composition of the Board and the appointment of new Directors of the Company from time to time to ensure that it has a balanced composition of skills, experience and expertise appropriate to the requirements of the business of the Company, with due regard to the benefits of diversity on the Board.

E. REVIEW AND MONITORING

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and shall at appropriate time set measurable objectives for achieving Board diversity.

F. DISCLOSURES

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.

Approved & adopted by the Board at its meeting held on February 10, 2015