

## **POLICY ON BOARD DIVERSITY**

This Policy on Board Diversity was adopted by the Board of Directors of DME Development Limited (the “Company”) on 22<sup>nd</sup> Day of May, 2024.

### **INTRODUCTION**

This Policy is in terms of Regulation 19(4) read with Schedule II Part D (A)(3) of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) which provides that all the listed companies shall formulate a Board diversity policy.

The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend this Policy from time to time.

### **POLICY OBJECTIVE**

The objectives of this Policy are:

- To ensure a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- Enhance the quality of decisions making and ensure better business performance.
- Encourage diversity of perspectives thereby fuel creativity and innovation.
- Complement and expand the skills, knowledge and experience of the Board as a whole.
- Provide better Corporate Governance.

### **COMPOSITION OF THE BOARD:**

#### **EXECUTIVE AND NON-EXECUTIVE DIRECTORS:**

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors.

#### **INDEPENDENT DIRECTORS:**

If the chairperson of the Board is non-executive director at least one-third of the Board should comprise of Independent Directors.

If the Company does not have a regular non-executive chairperson, then at least half of the board of directors shall comprise of independent directors.

If the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

In any other case, atleast 50% of the directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of upto five consecutive years on the Board of a Company by way of a special resolution passed by the shareholders of the Company, but can be appointed as independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy, “**Independent Director**” means the Independent Director as defined in Regulation 16 (b) of the SEBI Listing Regulations.

#### **WOMAN DIRECTOR:**

Subject to the provisions of the applicable laws from time to time, the Board of Directors of the Company shall comprise of at least one Woman Director.

#### **EXPERIENCE AND EXPERTISE:**

- (a) The Board shall have optimum combination of directors having experience in various fields.
- (b) The Board should comprise of at least one director having experience in the Industry.
- (c) The Board should have at least one director having financial/ accounting expertise. The Board should have at least one director having reasonable experience in the administration.
- (d) Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

#### **Review and Amendment of this Policy**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. The Company shall reserve the rights to make alterations/ amendments to the Policy from time to time to ensure compliance with any modification, amendment or supplementation to the Companies Act, 2013 and rules made there under, the Listing Agreements, the Securities and Exchange Board of India Act, 1992 and rules/ regulations/ guidelines made there under, the Memorandum and Articles of Association of the Company or as may be otherwise prescribed by the Board from time to time.

#### **Disclosures**

The Board’s composition (including gender, ethnicity, age etc.) will be disclosed in the Annual Report.