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ALLIED DIGITAL SERVICES LIMITED

POLICY ON BOARD DIVERSITY

(Pursuant to Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015)

**Registered Office:** Allied Digital Services Limited, Premises No. 13A, 13th Floor, Earnest House,  
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#### **INTRODUCTION:**

The policy on Board Diversity ('the Policy') for the Board of Directors (the Board) of Allied Digital Services Limited ('the Company') has been formulated by the Nomination and Remuneration Committee ('NR Committee') in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Women Director and Independent Directors, with diverse backgrounds.

#### **PURPOSE:**

The Policy is framed to address the importance of a diverse Board in binding the unique and individual skills and experiences of all the Members of Board in such a way that it benefits the business and the Company as whole.

The basic principle of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company's business perspective.

#### **LAW AND APPLICABILITY:**

As per Regulation 19 (4) read with Part D of the Schedule II of the Listing Regulations, the NR Committee of the Company has to devise Policy on Board Diversity.

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

#### **POLICY STATEMENT:**

The Company recognizes and embraces the importance of a diverse Board in its success. The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making.

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.

In order to ensure a balanced composition of executive, non-executive, women director and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination.

#### **ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE & THE BOARD:**

The NR Committee, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.



The Committee ensures that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

#### REVIEW OF THE POLICY:

The NR Committee shall review the policy from time to time, to ensure the effectiveness of the Policy. The NR Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

#### DISCLOSURE OF THE POLICY

The Company shall disclose this Policy on its website i.e. [www.allieddigital.net](http://www.allieddigital.net). The necessary disclosure, if any, about the policy will also be made as per the requirements of Listing Regulations and other applicable laws.

For Allied Digital Services Limited



**Nitin Shah**  
Chairman and Managing Director