

**POLICY ON BOARD DIVERSITY**

**OF**

**PATRON EXIM LIMITED**

**(Pursuant to SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

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## **1. PREAMBLE**

This policy shall come into effect from the date of its adoption by the Board of Directors at their duly convened and constituted meeting and shall be applicable with effect from the date of listing of Company's equity shares on Stock exchanges.

## **2. INTRODUCTION**

This Policy is in terms of Schedule II part D (A) (3) of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") which provides that the Nomination and Remuneration Committee shall devise a policy on diversity of the Board of Directors for the listed entity. The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend this Policy from time to time.

## **3. POLICY OBJECTIVE**

To ensure a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

## **4. 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 chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least 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, 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.

## **5. 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.

## **6. REVIEW OF THIS POLICY**

The Nomination and Remuneration Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy.

## **7. DISCLOSURES**

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

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