

## Board Diversity Policy

### 1. Background

- 1.1 The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires Nomination & Remuneration Committee of the listed entity to devise a policy on diversity of Board of Directors.
- 1.2 The Board of Directors of Vivriti Capital Private Limited ('Company') based on their commendation of Nomination & Remuneration Committee has approved and adopted this policy on 10th August 2022 as annexure to the NRC Policy.

### 2. Definitions

- a. "Board" or "Board of Directors" shall mean the board of directors of the Company
  - b. "Company" means Vivriti Capital Limited
  - c. "NRC" or "Committee" means Nomination & Remuneration Committee
  - d. "Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
  - e. "Policy" means Policy on Diversity of Board of Directors
- 2.1 Words or phrases not defined above or anywhere in this Policy shall have same meaning ascribed to them under Listing Regulations
- 2.2 Wherever appropriate in this Policy, a singular term shall be construed to mean the plural where necessary, and a plural term the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.

### 3. Objective of the Policy

Regulation 19(4) read with Part D of Schedule II of Listing Regulations, as amended from time to time, the NRC of the Company is required to devise a policy for having diversity on the board of the Company. This Policy sets out a framework/ roadmap for achieving adequate diversity on the Board of the Company and individual skills and experiences, which can collectively benefit the organization and its goals.

Adhering to diversity requirements, at Vivriti we adopt the transformative power of diversity within our boardroom. Our board nomination process embraces diverse experiences and perspectives based on factors such as gender, race, ethnicity, country of origin, nationality, and cultural background; that foster innovation, independent thinking, and effective problem solving. We believe in creating a welcoming & inclusive environment where all voices are heard, hence ensuring that our decision-making processes are aligned towards the best interest of all our stakeholders.

#### **4. Applicability**

This Policy shall be applicable to all the members on the Board of the Company, as may be appointed from time to time.

#### **5. Fulfilment of Board Diversity Parameters**

At Vivriti, by actively cultivating diversity and inclusivity at the board level, we aim to fulfil certain parameters as stipulated below:

- a. To encourage diversity on the Board
- b. To organise programmes/take steps to enhance the knowledge & skills of the Board of Directors as a whole
- c. To adopt best corporate governance practices for board related matters
- d. To check on the required parameters for ensuring eligibility of an individual, which may include but not limited to:
  - o eligibility criteria under applicable laws
  - o right experience in relevant industries based on GICS Level 1 sectors: Energy, Materials, Industries, Consumer Discretionary, Consumer Staples, Healthcare, Financials, Information Technology, Communication Services, Utilities, Real Estate
  - o right skill sets
  - o educational background
  - o expertise
  - o background verification, etc.
- e. To ensure adequate combination of executive and non-executive directors, including independent directors on the Board, in line with the regulatory requirements, guidelines on Corporate Governance and other charter documents of Company
- f. Zero tolerance to inappropriate actions/ practices such as discrimination on the grounds of gender, race, nationality, etc.

#### **6. Role of Nomination and Remuneration Committee (NRC)**

- a. The Committee shall ensure the adequacy of composition of the Board and assess the performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions, as and when required
- b. To ensure adherence of eligibility criteria by an individual as per the regulatory provisions
- c. To ensure diversity on the Board of the Company in terms of skill sets, experience, expertise, gender, etc.
- d. In case of appointment of independent director on the Board, the Committee shall perform due diligence to ensure his independence
- e. To review periodically and apprise Board, if in case action needs to be taken for ensuring adherence of this Policy

#### **7. Review**

This Policy shall be modified/ amended/ reviewed by the NRC or Board, at such intervals, as may be required.