

**VIJAYA DIAGNOSTIC CENTRE LIMITED**



**BOARD DIVERSITY POLICY**

## 1. PURPOSE

This Board Diversity Policy (“**Policy**”) sets out the approach to diversity on the Board of Directors (“**Board**”) of Vijaya Diagnostic Centre Limited (“**VDCL**” or the “**Company**”) and is framed in compliance with the provisions of Regulations 19(4) read with Part D of the Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), which sets out a framework to promote diversity on the Board..

## 2. SCOPE

The term “Diversity” of Board of Directors (“**Board**”) has not been defined. Diversity is achieved, more particularly functionally, residence and gender wise, whereby the Board has to have an optimum combination of executive, non- executive, independent, resident/non-resident director/s, woman director/s, & small shareholders director/s in terms of law and corporate governance.

This Policy applies to the Board and not to the employees of VDCL generally.

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time. As per various national/international practices, it would also mean that the individuals of the Board should be diverse in:

- Background;
- Education;
- Experience;
- Knowledge;
- Thoughts;
- Perspective;
- Functional expertise;
- Independence; and
- Age and gender.

Diversity would further include differences that relate to communication styles, problem solving & interpersonal skills.

## 3. POLICY STATEMENT

VDCL recognizes and embraces the importance of a diverse Board in its success. VDCL believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that VDCL retains its competitive advantage. VDCL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision-making capability;
- Ensure sustainable development; and
- Enhance the reputation of VDCL.

#### 4. ROLE OF THE COMMITTEE:

The Nomination and Remuneration Committee (“**Committee**”) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, the Committee will ensure 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.

Accordingly, the Committee shall:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.
- The Committee shall recommend to the Board the appointment of the individual as a director keeping in view this Policy;
- The Committee will make recommendations to the Board and ensure transparency in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board;
- Ensure that no person is discriminated against on grounds of gender, marital status, age, religion, race, medical condition, national origin or ancestry or any other personal or physical attribute which does not speak to such person’s ability to perform as a Board Member; .
- The Committee shall periodically review the Policy, from time to time, to ensure its effectiveness; and

- The Committee will upload this Policy on the Company's website.

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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of VDCL.

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, VDCL shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

## **5. RESPONSIBILITY AND REVIEW**

The Committee will review this Policy periodically and recommend appropriate revisions to the Board. The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Companies Act or in the SEBI Listing Regulations shall be binding even if not incorporated in this Policy. Further, The Committee will also assess Board composition on behalf of the Board and recommend to the Board, the appointment of new directors based on their qualification, positive attributes and independence.