

One 97 Communications Limited

Policy on the Diversity of the Board of Directors

Version 1.0

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Policy on the Diversity of the Board of Directors

I. BACKGROUND:

Pursuant to Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), this policy on diversity of board of directors (the “**Board**”) of One 97 Communications Limited (the “**Company**”) is formulated.

II. OBJECTIVE

The Company believes that diversity plays a very important role in ensuring transparency and balanced decision making in the boardroom.

The Company recognizes that diversity in the composition of the Board is essential in view of the expansion of business, gender equality, greater social responsibility, increasing emphasis on corporate governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of the Company. The Company is therefore committed to promoting social and professional diversity in the Board.

The purpose and objective of this Policy is to comply with SEBI Listing Regulations and to ensure diversity of thought, experience, knowledge, perspective and gender in the Board. This Policy provides a framework and sets standards for having a diversified board with the ability to reach its decisions after evaluating multiple options and perspectives as compared to a homogeneous board and thus enrich the performance of the Company.

III. BOARD DIVERSITY POLICY:

The Nomination and Remuneration Committee of the Board (the “**Committee**”) shall consider this Policy along with the Nomination and Remuneration Policy while selecting and recommending a person for appointment as a member of the Board and while evaluating the Board and its members.

The Board shall have, all times, an optimum combination of executive, non-executive directors including independent and woman director(s) with diverse backgrounds in accordance with the articles of association of the Company, Companies Act, 2013, as amended and the rules notified thereunder (the “**Companies Act**”) and the SEBI Listing Regulations.

IV. SCOPE

This Policy should be read along with the Nomination and Remuneration Policy of the Company. This Policy applies to the Board and it does not apply to employees of the Company.

V. MONITORING, TRACKING AND REPORTING:

The Committee may suggest laying down a succession plan and drive the understanding of talent across the organization and support development programme(s) for the Board. As part of the exercise, it may also review and suggest training for directors. One of the key requirements is to plan for the evolution of non-executive directors over the medium

term to maintain appropriate mix of skills, age, experience and gender diversity on the Board.

The Company shall provide to its shareholders information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc., as per the requirements of the SEBI Listing Regulations and the Companies Act.

VI. AMENDMENTS:

This Policy may be amended, modified or supplemented from time to time, basis the review by the Committee, to ensure compliance with any modification, amendment or supplementation to the SEBI Listing Regulations or as may be otherwise prescribed by the Committee or the Board, from time to time.

VII. INTERPRETATION:

The terms used in this Policy but not defined herein shall have the same meaning ascribed to it in the articles of association of the Company and/ or the Companies Act.

In the event of any conflict between the Companies Act or the SEBI regulations or any other statutory enactments (collectively referred as "**Regulations**") and the provisions of this Policy, the Regulations shall prevail over this Policy. Any subsequent amendment/ modification in the Regulations shall automatically apply to this Policy to the extent they are applicable.