



ROSSELL TECHSYS LIMITED

POLICY ON BOARD DIVERSITY

(Effective from September 25, 2024)

CONTENTS

1. Introduction:..... 3

2. Objective: 3

3. Scope:..... 3

4. Policy Statement:..... 3

5. Review: 4

1. INTRODUCTION:

The Policy on Board Diversity (the “Policy”) for the Board of Directors (the “Board”) of Rossell Techsys Limited (the “Company” or “RTL”) is framed in accordance with the provisions of Regulation 19(4) read with Part D of the Schedule II of Securities and Exchange Board of India (SEBI) (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 Independent Directors, with diverse backgrounds.

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee (“NRC”).

2. OBJECTIVE:

This policy is largely outlined to address the importance of a diverse Board, which can effectively utilize the distinct skills and experiences of its members for the overall benefit of the business and the Company. Its fundamental purpose is to establish a framework for tapping into the diverse knowledge and expertise of the Board to provide valuable guidance to the Management aligned with the Company’s business objectives.

3. SCOPE:

This Policy applies to the Board. It does not apply to employees generally.

4. POLICY STATEMENT:

The Company 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 company retains its competitive advantage.

RTL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including but not limited to:

- drive business results;
- make corporate governance more effective and good corporate practices;
- bringing in the expertise in the industry and get best guidance;
- enhance quality and responsible decision making capability; and
- ensure sustainable and balanced performance and development.

The NRC is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The NRC 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 NRC shall be responsible for:

- assessing 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,
- ensuring that selection process is formal and thorough and non-discriminatory,
- making recommendations to the Board ,
- reviewing the composition and performance of the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Committee also review that 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, Listing Regulations 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.

5. REVIEW:

Any subsequent amendment/modification in the Companies Act 2013, or the Rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard the statutes would prevail over the Policy and shall automatically apply to this Policy. The NRC will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The NRC will discuss any revision that may be required and recommend the same to the Board for approval. However, the Board of Directors reserves its right to amend or modify the policy in whole or in part, at any time without assigning any reason whatsoever.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 25, 2024 and shall be effective from September 25, 2024.
