

Policy on Board Diversity

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BACKGROUND:

As per the requirements under the Regulations 19(4) read with sub-clause (3) Para A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”) and such other regulatory provisions, as applicable, the Nomination and Remuneration Committee (“**NRC**”) of Onward Technologies Limited (“**the Company**”) is required to formulate and adopt a policy for having diversity on the Board of Directors (“**Board**”) of the Company.

PREFACE:

This Policy on Board Diversity (the “**Policy**”) sets out the Company’s approach to ensuring adequate diversity in its Board and is devised in consultation with the Nomination and Remuneration Committee (the “**Committee**”) of the Board.

SCOPE OF APPLICATION:

The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company, which is covered by the Company’s Equal Employment Opportunity Policy.

POLICY STATEMENT:

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company’s Boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

The Policy shall conform to the following two principles for achieving diversity on the Board:

1. Decisions pertaining to appointment and remuneration of the Directors will be based on their performance and competence; and
2. For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of Executive, Non-executive and Independent Directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

Gender - The Company shall not discriminate on the basis of gender in the matter of appointment of Directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013 and the Listing Regulations, the Company shall at all times have at least one woman Director on the Board. Any vacancy of the woman Director shall be filled by the Board at the earliest but not later than the immediate board meeting or three months from the date of such vacancy, whichever is later.

Ethnicity - The Company shall promote having a Boardroom comprising of people from all ethnic backgrounds so that the Directors may efficiently contribute their thorough knowledge, sources and understanding to the benefit of the Company's business.

Physical disability - The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.

Educational qualification - The Directors of the Company shall have a mix of finance, engineering, legal and management background, so that they collectively provide the Company with considerable experience in a range of activities including varied industries, education, policy and investment.

ROLE OF THE NRC:

The NRC of the Company reviews and assesses Board composition on behalf of the Board and lays down the criteria for appointment to the Board and recommends the appointment of new Directors to the Board.

In reviewing the Board composition, the NRC will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

As part of the annual performance evaluation of the Board, Board Committees and individual directors, the NRC will consider the balance of skill, knowledge, experience, independence, and diversity on the Board, to evaluate the effectiveness of the Board as a whole.

The NRC is responsible for developing measurable objectives to implement this policy and for monitoring progress towards the achievement of these objectives.

REVIEW OF THE POLICY:

The NRC will review this Policy on a regular basis to ensure its effectiveness and compliance with the provisions of Companies Act, 2013 as well as SEBI Listing Regulations.

DISCLOSURE OF POLICY:

This policy shall be uploaded on the website of the Company at www.onwardgroup.com and a web-link thereto shall be provided in the Annual Report of the Company.
