



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER

An ISO 9001: 2015 Certified Company

BOARD DIVERSITY POLICY

Introduction:

As per the requirements under the Regulations 19 read with 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 (the “Listing Regulations”) and such other regulatory provisions, as applicable, the Nomination and Remuneration Committee of the Company (the “NRC”) is required to devise a policy for having diversity on the board of directors (the “Board”) of Vishnu Prakash R Punglia Limited (“VPRPL” or “Company”). The Board diversity policy (the “Policy”) sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

The Company believes that appropriate diversity of membership on the Board of Directors of the Company (hereinafter referred to as ‘the Board’) will enable the Company to more effectively realize its vision.

Purpose:

The Company believes that a diverse Board will amongst others –

- a. Enhance the quality of decisions making and ensure better business performance.
- b. Encourage diversity of perspectives thereby fuel creativity and innovation.
- c. Complement and expand the skills, knowledge and experience of the Board as a whole.
- d. Provide better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, race, gender and other qualities of the individual members as a whole.

Policy Statement:

- a) The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors. Such combination shall also comply with all the applicable statutory requirements with regard to the composition and diversity of the Board.

The Committee shall identify persons who are qualified to be appointed as Directors, based on the criteria formulated for determining qualifications, positive attributes and independence of Directors (including Independent Directors), and recommend such appointments to the Board;

- b) The Board shall have balance of skills, competencies, experience and diversity of perspectives appropriate to the Company.

CIN: L45203MH2013PLC243252

Corporate office: B-31/32, Second Floor, Industrial Estate, New Power House Road, Jodhpur-342003, Rajasthan

Telephone: 0291-2434396, Email: accounts@vprp.co.in

Reg. Office – Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Opeartive Society Limited, Village Kondivita, Mathuradas Vasanji Road, Near Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra



VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER

An ISO 9001: 2015 Certified Company

For this purpose, diversity shall be considered from a number of aspects including, but not limited to, educational & cultural background, nature of professional, administrative & industry experience, skills, knowledge, and gender representation;

- c) For appointment as a Director on the Board, no person shall be discriminated based, inter alia, on the grounds of age, gender, gender identity, marital status, caste, race, colour, religion, ethnicity, sexual orientation, or any other personal or physical traits;
- d) Gender is a significant contributor to diversity of perspectives. Inclusion of women with the right skills and experience offers the opportunity to enrich the quality of discourse in the Boardroom.
- e) In the process of attaining a diverse Board, the following should also be assessed:
 - (i) The total number of directors shall be in accordance with the Articles of Association.
 - (ii) The Board should have an optimum number of executive and non-executive directors and not less than 50% of the Board should consists of the non- executive directors and shall have at least one (1) woman director on the Board subject to the applicable laws.
 - (iii) When the chairperson of the Board is a non-executive director, at least one third of the Board shall comprise of independent directors and when the Company does not have a regular non-executive chairperson, or when the regular non-executive chairperson is a promoter or related to any promoter or person occupying management position at the Board level or at one level below the Board, at least half of the Board shall comprise of independent directors.
 - (iv) While appointing the independent directors, care should be taken as to independence of the proposed appointee.
 - (v) Directorships in other Companies may also be taken in account while determining the candidature of a person.
 - (vi) The overall composition of the Board should comply with the provisions of the Articles of Association, the Companies Act, the Listing Regulations and the statutory, regulatory and contractual obligations of VPRPL.

Monitoring & Review of the Policy:

The Policy may be reviewed by NRC as and when deemed necessary. Further, the NRC will discuss any revision that may be required in this policy and recommend the same to the Board for approval.

Interpretation

Any word used in this policy but not defined herein shall have the same meaning prescribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

CIN: L45203MH2013PLC243252

**Corporate office: B-31/32, Second Floor, Industrial Estate, New Power House Road, Jodhpur-342003, Rajasthan
Telephone: 0291-2434396, Email: accounts@vprp.co.in**

**Reg. Office – Unit No. 3, 5th Floor, B Wing, Trade Star Premises Co-Opeartive Society Limited, Village Kondivita,
Mathuradas Vasanji Road, Near Chakala Metro Station, Andheri (East), Mumbai 400059 Maharashtra**