

# **BOARD DIVERSITY POLICY**

## **OF**

# **INTEC CAPITAL LIMITED**

<b><i>Policy / Process Note Information</i></b>	
<b><i>Policy Name</i></b>	<b><i>Policy on Board Diversity of Intec Capital Limited</i></b>
<b><i>Approved by the Nomination and Remuneration Committee and recommended to the Board of Directors,</i></b>	<b><i>Approved by the Nomination and Remuneration Committee and recommended to the Board of Directors on Friday, May 30, 2025</i></b>
<b><i>Approved by Board of Directors, if any</i></b>	<b><i>Approved by Board of Directors on Friday, May 30, 2025</i></b>
<b><i>Effective Date</i></b>	<b><i>Friday, May 30, 2025</i></b>

## **1. PURPOSE:**

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 (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 Intec Capital Limited (“ICL” or “Company”). The Board diversity policy (the “Policy”) sets out a framework to achieve adequate diversity on the Board of the Company.

## **2. PREFACE OR INTRODUCTION:**

- Board diversity is vital to handle various factors such as globalisation of business, rapid deployment of technology, greater social responsibility, ever rising emphasis on corporate governance, enhanced need for risk management, etc. so as to facilitate effective management of the business of ICL and to keep pace with changing dynamics of the business environment.
- Board diversity is the breadth of prospective, not the mere inclusion of various diverse traits that will benefit the organisation. ICL believes that a diverse Board will enhance the quality of decision made by the Board by utilizing the different skills, qualification, experience, knowledge, etc. of the Board necessary for achieving sustainable and balance development.

## **3. SCOPE:**

The Policy applies only to the members of the Board and not to the employees of the Company.

## **4. 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 gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

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

- Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- 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:

**i. 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, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within the time as mentioned in the provisions of the Companies Act and SEBI Regulations.

**ii. 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 for the benefit of Company's business;

**iii. Educational qualification:**

The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, the environment, green technologies, operations of the company's businesses and other disciplines related to the company's businesses.

**5. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The NRC, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

**6. REVIEW OF THE POLICY:**

The NRC shall review the policy from time to time, to ensure the effectiveness of the Policy. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

**7. DISCLOSURE OF THE POLICY:**

The Company shall disclose this Policy on its website i.e. [www.inteccapital.com](http://www.inteccapital.com). The necessary disclosure, if any, about the policy will also be made as per the requirements of SEBI (LODR) Regulations, 2015 and other applicable laws. The composition of the Board, along with the diversity attributes such as gender, skills, and expertise, shall also be disclosed in the Annual Corporate Governance Report in the format prescribed under SEBI LODR Schedule V.

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