

**PANYAM CEMENTS & MINERAL
INDUSTRIES LIMITED**

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

PREAMBLE:

This Policy on Board Diversity (the “Policy”) sets out the Company’s approach to achieve and recognize the importance and benefits of having a diverse board to enhance the quality of its performance as per requirement of Regulation 19(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended time to time read with Part D of Schedule II.

The Policy is devised in consultation with the Nomination and Remuneration Committee (the “Committee”) of the Board.

OBJECTIVE:

The Policy aims to set out the approach to achieve diversity on the Board of the Company.

POLICY STATEMENT:

The Company recognizes and embraces the benefits of having a diverse Board of Directors to possess balance of skills, experience and expertise appropriate to the requirements of the businesses of the Company. The Company considers increasing diversity at the Board level as an essential element in maintaining a competitive advantage in the business.

A diverse Board will make good use of different skills, experience, expertise, knowledge and qualifications for its members. The board shall have optimum combination executive, non-executive and independent directors as per the requirements of the Companies Act, 2013, SEBI Regulations and Article of Association of the Company. All appointments at Board Level are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective

MONITORING AND REPORTING:

The Nomination and Remuneration Committee is (among other things) responsible for:

- (a) reviewing and assessing an appropriate mix of diversity, skills, experience and expertise required on the Board and making recommendations in relation to Board succession, including the succession of the Chairman and assessing the extent to which the required skills are represented on the Board.
- (b) all appointments at Board Level are made on merit, in the context of the skills, experience, independence, knowledge and integrity.

(c) managing the process of recruiting new board directors, including, defining the requisite qualifications, skills, experience, and expertise, identifying candidates, reviewing and interviewing candidates, and making recommendations to the Board.

(d) evaluating the board and its individual members.

The Board shall ensure that it comprises Directors who are sufficiently experienced. The Nomination and Remuneration Committee will periodically review and report to the Board requirements, if any, in relation to the diversity on the Board.

The Nomination and Remuneration Committee may report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

REVIEW AND AMENDMENT:

The committee will review this policy periodically. The Board on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

DISCLOSURE:

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of SEBI Regulations and Companies Act, 2013 and rules made thereunder.
