



**INDIA POWER CORPORATION LIMITED**

**CIN: L40105WB1919PLC003263**

**POLICY ON BOARD DIVERSITY**

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| <b>Date of original adoption</b>    | <b>8th November, 2014</b> |
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| <b>Effective date of the Policy</b> | <b>5th February, 2019</b> |

## **POLICY ON BOARD DIVERSITY**

The Nomination and Remuneration Committee of India Power Corporation Limited (hereinafter referred to as the “Company”) has formulated a Policy on Board Diversity (hereinafter referred to as the “Policy”) in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) which has been approved by the Board of Directors (hereinafter referred to as the “Board”) of the Company. The Policy sets out the approach to diversity on the Board of the Company.

### **POLICY STATEMENT**

The Company recognizes that Board Diversity forms one of the pillars of a robust Corporate Governance framework. The Company believes that best Boards are composed of individuals with different skills, knowledge, information, thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, etc. Given the diversity of expertise, information and availability that is needed to understand and govern today’s complex business, it is best to think of individuals contributing different pieces to the total picture to create an effective Board. The Board of a Company should also provide leadership, strategic guidance, objective and an independent judgement to the Company’s management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

Diversity of Board helps drive business result; enhance the quality and Independence of performance of the Board; improve the overall decision making ability and the quality of decisions taken and enhance the corporate reputation by helping establish the Company as a responsible corporate citizen.

While ensuring the Diversity on the Board of the Company, the Company shall at all time ensure that all the provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”), Listing Regulations and any terms and conditions as may be laid down by the Board or the Nomination and Remuneration Committee from time to time is adhered to. All appointments on the Board should be based on specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company. Knowledge of and experience in domain areas such as Power Sector, Infrastructure Sector, Finance and Accounts, Compliance, Risk Management, Human Resources, etc. should be duly considered while making appointments to the Board level.

While all appointments on the Board will continue to be made on merits, the Nomination and Remuneration Committee shall assess the composition of the Board and consider the benefits of all aspects of diversity (including but not limited to the attributes mentioned in the Policy) in recommending all appointments to the Board.

### **SUPPLEMENTARY PROVISIONS**

- Unless the context otherwise requires, the words and expressions used in this Policy and not defined herein but defined under the Act and/or the Listing Regulations shall have the meaning respectively assigned to them therein.
- The implementation of the Policy shall be monitored by the Nomination and Remuneration Committee from time to time. The Nomination and Remuneration Committee may review the Policy as and when it deems fit and recommend any changes or modifications for approval of the Board of Directors.
- In case of any subsequent changes in the provisions of the Act or the Listing Regulations which makes any of the provisions in the Policy inconsistent with the Act or the Listing Regulations, then the provisions of the Act or the Listing Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Act or the Listing Regulations.