POLICY ON DIVERSITY OF BOARD OF DIRECTORS

BACKGROUND

In terms of regulation 19(4) read with sub para 3, Para A, Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Board of Directors ("the Board") of ADVANCE TECHNOFORGE LIMITED ("the Company") has approved and adopted Policy on diversity of Board of Directors ("the policy") on recommendations of Nomination & Remuneration Committee (the "NRC") of the Company.

The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective, gender, race, ethnicity or cultural background in the Board, in compliance with the applicable laws, rules and regulations applicable to the Company.

PURPOSE

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and the business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

INTERPRETATION

Any words used in this policy but not defined herein shall have the same meaning ascribed 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.

POLICY

The Company believes that a diverse Board will:

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

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, gender, race, ethnicity, cultural background and other qualities of the individual members as a whole. All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, business development, human capital management, strategic planning, marketing and general administration.

NOMINATION AND APPOINTMENT

The Committee of the Board shall:

a) Review and assess the composition of the Board.
b) Identify appropriate qualified personnel to occupy Board position.
c) Suggest appropriate expertise and diversity requirements.
d) Manage the process of recruiting new members to the Board and defining requisite skills.
e) Ensure that selection process is formal and thorough and non-discriminatory.
f) Review and report any changes in relation to the diversity of the Board. The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall being accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory/ regulatory requirements.

MONITORING, TRACKING AND REPORTING

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Regulations and Companies Act, 2013.

AMENDMENT

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

DISSEMINATION

The policy shall be hosted on the website of the Company
i.e. https://www.advancetechforge.com/

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Effective Date: November 11, 2024
Date of Approval by Board of Directors: November 11, 2024