

ARJUN JEWELLERS LIMITED
CIN: U36100GJ2020PLC111829

POLICY ON BOARD DIVERSITY

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This Policy on Board Diversity is framed in terms of Regulation 19(4) read with sub-para 3, Part A, Part D of schedule II of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Nomination & Remuneration Committee of the Board (hereinafter referred to as “**the Committee**”) has devised this Policy to provide a framework for having a diversified Board.

- A. The Company believes that appropriate diversity of membership on the Board of Directors of the Company will enable the Company to more effectively realise its vision.

B. Definitions and Interpretation

“Act”	shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;
“Applicable laws”	Regulation 19(4) read with sub-para 3, Part A, Part D of schedule II of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
“Board”	shall mean the Board of Directors of the Company;
“Company”	shall mean Arjun Jewellers Limited;
“Directors”	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
“Independent Directors”	shall mean the Director other than managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the SEBI Listing Regulations;
“SEBI Listing Regulations”	shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
“Nomination and Remuneration Committee”	shall mean the nomination and remuneration committee constituted by the Board in accordance with the provisions of the Companies Act, 2013;

C. 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.

D. Policy Statement

In pursuit of the above, it is Arjun Jewellers Limited’s policy that:

1. The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors with at least one-woman director, and not less than fifty per cent of the Board of directors comprising non-executive directors. Such combination shall also comply with all the applicable statutory requirements with regard to the composition and diversity of the Board.
2. At least half of the Board should comprise independent directors (where the chairman of the Board is executive) or at least one-third of the Board should comprise independent directors (where the chairman of the Board is non-executive).

3. At least half of the Board of the Company shall consist of independent directors, where the regular non-executive chairperson is a promoter or is related to any promoter or person occupying management positions at the level of the Board or at one level below the Board as required under Regulation 17 of the SEBI Listing Regulations.

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;

1. The Board shall have balance of skills, competencies, experience and diversity of perspectives appropriate to the 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;

2. 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;
3. Gender is a significant contributor to the diversity of perspectives. The inclusion of women with the right skills and experience offers the opportunity to enrich the quality of discourse in the Boardroom.
4. Directorships in other companies may also be taken into account while determining the candidature of a person.

E. Stakeholder Diversity

Subject to the provisions of Section 151 of the Companies Act, the listed Company may, upon notice of not less than 1,000 shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders.

For the purpose of aforesaid clause "Small shareholders" means a shareholder holding shares of nominal value of not more than twenty thousand rupees or such sum as may be prescribed under the Companies Act.

F. Optimum Composition

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;

G. Role of Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC), inter alia, shall be responsible for:

- a) Review and assess the composition of the Board.
- b) Identify appropriate qualified personnel to occupy Board positions.
- 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 the 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 be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory/ regulatory requirements.

H. Monitoring, Tracking and Reporting

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support the 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 an 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.

I. 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 of any provision of the policy are contrary to or inconsistent with the provision of the Companies Act, 2013, rules framed thereunder and Listing Regulations (“Statutory Provisions”), the provisions of Statutory Provisions shall prevail.

J. Effective Date

Provisions of the regulations under this Code shall be applicable to the company from the date when the securities of the company are listed on Stock Exchanges

K. Dissemination of the Policy

The policy will be hosted on the Company’s website at <https://arjunjewellers.in/> or any modification thereof

The Policy is approved and adopted by the Board on the recommendations of the Committee of the Company.