POLICY FOR BOARD DIVERSITY

TELGE PROJECTS LIMITED

(Formerly known as Telge Projects Private Limited)

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POLICY FOR BOARD DIVERSITY

1. **Introduction**:

Telge Projects Limited ("Company") has adopted this Policy on diversity of the composition of the Board by the name of Policy for Board Diversity ("Policy"). The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

2. Scope and Purpose of the Policy:

The purpose of this policy is 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 business as a whole.

3. Nomination and Appointment

The Nomination and Remuneration Committee of the Board shall be responsible for:

a) Reviewing and assessing the composition and performance of the Board.

b) Identify appropriate qualified personnel to occupy Board position.

c) Suggest appropriate expertise and diversity required based on future projected activities of the Company.

d) Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board.

e) Ensuring 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 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.

4. **Monitoring, Tracking and Reporting**:

The Committee is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

5. Amendments and Updations:

The Committee shall review this Policy on a periodic basis and recommend revisions to the Board for consideration and approval.

6. Interpretation:

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

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