

**BOARD DIVERSITY POLICY**

Date of issue: 07th November, 2015

## **BOARD DIVERSITY POLICY**

*[Issued pursuant to Part-D, Schedule II (3) of the SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015]*

This Policy aims to set out the approach to achieving diversity for the board of directors (the “Board”) of Punit Commercials Ltd (“Punit”).

Punit recognizes the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company. The board diversity enhances decision-making capability and a diverse board is more effective in dealing with organizational changes and less likely to suffer from group thinking.

Punit maintains that Board appointment should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

The entire Board of Punit is responsible for reviewing the structure, size and composition of the Board and the appointment of new directors of VIL from time to time to ensure that it has a balanced composition of skills, experience and expertise appropriate to the requirements of the businesses of the Company, with due regard to the benefits of diversity on the Board.

The Nomination and Remuneration Committee of the Company will continue to recommend on appointments to the Board having regard to the merit of candidates and believes that doing so will be consistent with achieving a diversity of perspectives as described above.

The objectives of this Policy are, to have a Board which

- a) is characterized by a broad range of views arising from different experiences when discussing business.
- b) facilitates the making of informed and critical decisions; and
- c) promotes the interests of all our stakeholders, particularly the long term interests of our shareholders, fairly and effectively.

The achievement of these objectives will be measurable on an objective review of the overall composition of the Board, the diversity of background and experience of individual directors and the effectiveness of the Board in promoting shareholders’ interests. The Board will review and monitor from time to time the implementation of this Policy to ensure its effectiveness.

The Board as a whole is also responsible for reviewing the succession plan for the directors of Punit, in particular, the Chairman and Managing Director of the Board.

A summary of this Policy and any measurable objectives which the Board has set for implementing this Policy, and progress on achieving those objectives, will be disclosed in the Corporate Governance Report of the Annual Report of Punit.