

Board Diversity Policy

(Approved and Adopted in Board Meeting held on 25th April 2022)

Preface

The Board Diversity Policy ('Policy') sets out the approach to have diversity on the Board of Directors of L&T Metro Rail (Hyderabad) Limited (LTMRHL) in terms of its composition ensuring diversity in thoughts, experience, knowledge, perspective and gender in the Board.

Diversity is about getting the right mix of people and harnessing their unique and individual views, skills and experiences in a way that it collectively benefits the organisation and the business.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations, 2015') the Nomination and Remuneration Committee ('Committee') has framed this Policy on Board Diversity.

Policy Statement

LTMRHL aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making by tapping into a broader range of perspectives which will assist the Board, interalia, in fulfilling its duties like managing and mitigating environmental, social and corporate governance risks, ensuring sustainable development and balanced growth of the company.

The composition of the Board shall be in compliance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, Rules made thereunder and Listing Regulations, 2015 as amended from time to time. The Board of directors of the Company shall have an optimum combination of Executive, Non-Executive Directors and Independent Directors. In designing the Board's composition, Board diversity is considered from various aspects, including but not limited to gender, age, physical disabilities, cultural and educational background, ethnicity, professional experience, skills and knowledge, networking, value addition and representation of stakeholders.

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Monitoring & Reporting

1. Responsibility of the Committee:

- assess the appropriate mix of skills, knowledge, qualifications, experience and expertise required on the Board;
- While appointing independent directors, care should be taken as to the independence of the proposed appointee;
- making recommendations to the Board in relation to appointments;
- periodically reviewing the Board requirements in relation to Board Diversity and
- conduct separate discussions on appropriate set of skills and knowledge that are required for maintenance of board diversity in the Company.

2. Responsibility of the Board:

- To provide sufficient information to the shareholders about the size of the Board, credentials of the new appointee, attendance and remuneration, training of Directors etc. of each Board Member in the Corporate Governance Report annually to enable the shareholder to judge for themselves whether the constituted Board is diverse.

Review & Amendment

The Nomination and Remuneration Committee may carry out yearly review in case there are any regulatory amendment(s) to ensure the effectiveness of the Policy.