



**THE SANDUR MANGANESE & IRON ORES LIMITED**

## **POLICY ON BOARD DIVERSITY**

## **BACKGROUND**

Pursuant to Regulation 19(4) read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Nomination and Remuneration Committee of the Board of Directors (BOD or the Board) is required to devise a policy on diversity of BOD. In compliance with the SEBI (LODR) Regulations, 2015 the Company has formulated a policy on diversity of the Board. This policy on Board Diversity (the “Policy”) for the Board of **The Sandur Manganese & Iron Ores Limited** (the “Company” or “SMIORE”) has been formulated by the Board, based on the recommendation of the Nomination and Remuneration Committee in its 33<sup>rd</sup> meeting held on 18 May 2022, in accordance with the SEBI LODR Regulations, to assure that the Board is fully diversified and comprise of an ideal combination of executives, non-executive directors, including independent directors, with diverse backgrounds.

## **OBJECTIVE**

The objective of this policy is to recognize and embrace the benefits of having a diversified Board which possesses a balance of skills, experience, expertise, competencies, backgrounds and thoughts appropriate to the necessity of the business and operations of the Company.

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business of the Company and to ensure that SMIORE retains its competitive advantage, enhance quality of its performance, decision making and corporate governance.

## **SCOPE**

The Policy applies to the Board of **The Sandur Manganese & Iron Ores Limited**.

## **POLICY STATEMENT**

The Company aims to enhance the effectiveness of the Board by diversifying its composition and obtain the benefit out of such diversity with better and improved decision making. In order to ensure that the Company’s boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy and plans, the Company shall consider a number of factors, including but not limited to gender, age,

educational background, socio-cultural background, skills, industry experience, expertise, competency, knowledge and length of service.

The Company also believes and adheres that Board appointments shall be based on merit that complement and expands the skills, competency and expertise of the Board as a whole considering discrete characteristics reflected in the individual members to function effectively and efficiently. All Board appointments will be done on merit, in the context of skills as required in the areas of business operations, management, legal, human capital management, strategic planning and general administration.

The composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, SEBI (LODR) Regulations, 2015 as amended from time to time.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the Directors will be based on Policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMPs) and other employees; and
- b) For embracing diversity and being inclusive, good practices to ensure fairness and equality shall be adopted.

### **Optimum Composition**

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination and based on the following factors, but not limited to:

- a) **Gender:** The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women to achieve a balanced representation on the Board. As per the provisions of the SEBI (LODR) and Companies Act, 2013, the Company shall at all times have at least one independent woman director on the Board.
- b) **Physical disability:** The Company shall not discriminate on the basis of any physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.

c) **Educational qualification:** The Board shall have a mix of members with different educational qualifications, skills, expertise and with adequate experience & knowledge in their domain areas.

d) **Functional diversity:**

- (i) Appointment of Directors to the Board of the Company shall be based on specific needs and business of the Company. Appointment shall be done based on the qualification, knowledge, experience and skills of the proposed appointee which is relevant to the business of the Company.
- (ii) Knowledge and experience in domain areas such as mining engineering, metallurgical engineering, mineral processing, finance, legal, risk management, education sector, etc., shall be duly considered while making appointments to the Board level.
- (iii) While appointing Independent Directors, care shall be taken to ensure the independence of the proposed appointee.
- (iv) Directorships in other companies may also be considered while determining the candidature of a person.

#### **REVIEW AND AMENDMENT OF THE POLICY**

The Nomination & Remuneration Committee shall review this Policy periodically and recommend appropriate revisions to the Board in accordance with changing requirements as prescribed under the Companies Act, 2013, SEBI rules & regulations and stock exchange(s) circulars/notices.

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