

RKCPL LIMITED
POLICY TO PROMOTE DIVERSITY ON THE BOARD OF
DIRECTORS

Private & Confidential

1. TITLE

1.1. This policy shall be called the 'Policy to promote diversity on the Board of Directors' or 'Board Diversity Policy'.

1.2. Building the Board of diverse and inclusive culture is integral to success of RKCPL Limited (the "**Company**"). The Board considers that its diversity, including gender diversity, is a vital asset to the business.

2. OBJECTIVE

2.1. The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

2.2. Pursuant to Regulation 19(4) read with Part D Paragraph (A) of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the nomination and remuneration committee of the board of directors of a listed entity is required to devise a policy on diversity of board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated the policy on diversity of board of directors.

2.3. 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 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.

3. POLICY AND PURPOSE

The Company believes that a diverse Board will amongst others –

- a) Enhance the quality of decision making and ensure better business performance.
- b) Encourage diversity of perspectives thereby fuel creativity and innovation.
- c) Complement and expand the skills, knowledge and experience of the Board as a whole.
- d) Provide better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, race, gender and other qualities of the individual members as a whole. All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, research / clinical development, human capital management, strategic planning, marketing and general administration.

4. DEFINITION

4.1. For the purpose of this Board Diversity Policy the following terms shall have the meanings assigned to them hereunder:

- a) **“Board”** means the board of directors of the Company;
- b) **“Board Diversity Policy”** means this policy, as amended from time to time;
- c) **“Committee”** means the Nomination and Remuneration Committee of the Board;
- d) **“Companies Act”** means the Companies Act, 2013, read with the rules thereunder, as amended;
- e) **“Director”** means a member of the Board; and

4.2. Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

5. BOARD DIVERSITY

5.1. The Board of Directors shall consist of one-woman director. The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

5.2. The Company recognizes the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company.

5.3. The Committee shall review the profile of the prospective candidates for appointment as director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the

Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

6. NOMINATION AND APPOINTMENT

The Nomination and Remuneration Committee (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 members to the Board, defining requisite skills and expertise and making recommendations to the Board.
- e) Ensuring that selection process is formal and thorough, transparent 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.

7. AMENDMENTS

The Committee may modify and/or amend the Board Diversity Policy at any time subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable law.

8. MEASURABLE OBJECTIVE

The NRC will largely rely on the regulatory provisions of the Act, and the Regulations/ Guidelines as applicable on the Company and review the measurable objectives for achieving diversity against these provisions and recommend the same to the Board for adoption. At any given point of time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

9. INTERPRETATION

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

10. MONITORING AND REPORTING

The NRC will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The NRC will discuss any revision that may be required and recommend the same to the Board for approval.

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 should 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 Agreement and Companies Act, 2013 (as amended). The policy shall be made available on the website of the Company.

Private & Confidential