

POLICY ON BOARD DIVERSITY

INTRODUCTION

This Policy on Board Diversity (the ‘Policy’) for the Board of Directors (the ‘Board’) of Vyara Tiles Limited (Formerly known as Vyara Tiles Private Limited) (the ‘Company’) has been formulated by the Nomination and Remuneration Committee (‘NRC’) in accordance with Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Para A(3) of Part D of Schedule II of the SEBI (LODR) Regulations, 2015 (‘the Regulations’) to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

PURPOSE

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

POLICY STATEMENT

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. At the time of appointments of person as a Board Member, NRC and the Board of Directors shall consider this Policy on Board Diversity.

The strength the Directors on the Board shall be in compliance with the provisions of the Articles of Association of the Company. The Board of directors of the Company shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director. 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 Agreement as amended from time to time.

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

The NRC, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

REVIEW OF THE POLICY

The Nomination and Remuneration Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Nomination and Remuneration Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

DISCLOSURE OF THE POLICY

The Policy will be published on the Company’s website for public information.
