

POLICY ON BOARD DIVERSITY

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INTRODUCTION

In terms of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and under Part D, Schedule II to the said Regulations, the Nomination and Remuneration Committee (“NRC”) is required to devise a Board Diversity Policy (“Policy”) and recommend the same to the Board of Directors (“Board”) of the Company for its approval.

This Policy is adopted by the Board on June 06, 2018 and shall be applicable in accordance with the provisions of Listing Regulations.

PURPOSE

This Policy is applicable to the Board and assures that the Board of the Company is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds including Women Directors.

POLICY STATEMENT

The Company 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.

1. The NRC in accordance with the Nomination and Remuneration Policy of the Company, shall consider the candidature of person(s) for appointment as Director irrespective of age, race, ethnicity, caste, religion, disability, gender or marital status; and shall:
 - a) review and assess the composition of the Board;
 - b) identify and evaluate appropriately qualified candidate(s), having due regard to diversity; and
 - c) recommend such candidate(s) to the Board of Directors for appointment, as and when considered necessary.

The NRC and the Board shall, while selecting candidates for appointment to the Board, ensure that such selection is based on merit, taking into account educational qualifications, functional expertise/specialization, skill set and industry experience.

2. The Board shall ensure the optimum board composition of Executive, Non-Executive and Independent Directors including Woman Directors in accordance with the requirements of the Companies Act, 2013, the Listing Regulations and such other applicable laws as amended from time to time.

DISCLOSURE OF THE POLICY

This Policy will be posted on the Company's Website i.e., <https://www.indiamart.com>. The necessary disclosure about the Policy will also be made as per requirements of the Listing Regulations and the Companies Act 2013.

REVIEW/ AMENDMENT

This Policy shall be reviewed periodically by the NRC to ensure it meets the requirements of legislation and the needs of Company. The NRC shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

In the event of any conflict between the Companies Act, 2013 or the SEBI Listing Regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any amendment/modification in the Regulations, in this regard shall automatically apply to this policy and will be ratified subsequently by the NRC and the Board.