

POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

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1. BACKGROUND

This Policy on Diversity of the Board of Directors sets out the approach to diversity on the Board of TBO Tek Limited (“**Company**”) and is pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), which sets out a framework to promote diversity on the Board.

2. APPLICABILITY

This Policy applies to the Board of the Company and shall become effective from November 24, 2021.

3. DEFINITIONS

“**Board**” shall mean the board of directors of the Company;

“**Company**” shall mean TBO Tek Limited;

“**Directors**” shall mean all directors of the Company on the Board;

“**NRC**” shall mean the Nomination and Remuneration Committee of the Company;

“**Policy**” shall mean this Policy on Diversity of the Board of Directors;

“**SEBI Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

4. OBJECTIVE

The purpose for achieving diversity on the Board is as under:

- (a) To enhance the quality of performance of the Board;
- (b) To bring in a wider spectrum of viewpoints for decision making;
- (c) To understand and adopt leading practices from various industries;
- (d) To bring in subject matter expertise on various businesses and functions that have an impact on the Company;
- (e) To usher in unbiased independence in the performance of the Board;
- (f) To promote views keeping gender sensitivity in mind;
- (g) To achieve sustainable and balanced performance and development in the Company;
- (h) To support the attainment of strategic objectives of the Company; and
- (i) To support compliance with applicable law/s and adopt leading corporate governance practices.

5. ROLE OF NRC

The NRC is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

All appointments to the Board shall be on merit, and the NRC shall consider from a range of diversity perspectives, including but not limited to, the following qualities/parameters of the person:

- (a) Educational background;
- (b) Professional experience;
- (c) Skills and knowledge of the Industry;
- (d) Expertise and perspective;
- (e) Independence, in case of Independent Director;
- (f) Gender;
- (g) Age;
- (h) Residency; and
- (i) Any other relevant parameter.

The NRC shall:

- (a) recommend to the Board, the appointment of the person as a Director keeping in view this Policy;
- (b) recommend to the Board, and ensure transparency in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board;

- (c) ensure that no person is discriminated against on grounds of gender, marital status, age, religion, race, medical condition, national origin or ancestry or any other personal or physical attribute which does not speak to such person's ability to perform as a Board Member; and
- (d) review the Policy, from time to time, to ensure its effectiveness.

The Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of the articles of association of the Company, the Companies Act, 2013, the SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

6. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.