TAiNWALA

POLICY ON BOARD DIVERSITY

INTRODUCTION

As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the NRC of the Company has to devise Policy on Board Diversity.

The Board of Directors (the "Board") of Tainwala Chemicals and Plastics (India) Limited (the "Company") has been formulated by the Nomination and Remuneration Committee ("NRC") in accordance with SEBI (LODR) Regulations, 2015 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. The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.

OBJECTIVE

The Policy is framed to address the importance of a diverse Board by incorporating the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company including:

- Driving business results;
- Making corporate governance more effective;
- Enhance quality and responsible decision-making capability;
- Ensure sustainable development;
- Enhance the reputation of Company.

The policy applies to the Board and does not apply to diversity in relation to employees.

COMPOSITION OF THE BOARD

a. The board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;

b. If the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:
Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors;

c. No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

d. In case Company issues SR equity shares, atleast half of the board of directors shall comprise of independent directors;

e. Subject to the provisions of the applicable laws from time to time the Board of Directors of Company shall comprise of at least one woman director;

f. The board of directors of the Company shall ensure that plans are in place for orderly succession for appointment to the board of directors and senior management.

EXPERIENCE AND EXPERTISE

The Board shall have optimum combination of directors having experience in various fields. The Board should comprise of at least one director having experience in the industry. The Board should have at least one director having financial/accounting expertise. The Board should have at least one director having reasonable experience in the administration.
Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

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.

The NRC shall review the policy from time to time, to ensure the effectiveness of the Policy and may discuss any revisions that may be required and make recommendations on any required changes to Board for consideration and approval.

DISCLOSURES

The Board's composition (including gender, ethnicity, age, etc.) will be disclosed in the Annual Report. The Company shall disclose this Policy on its website i.e. www.tainwala.in. The necessary disclosure, if any, about the policy will also be made as per the requirements of SEBI (LODR) Regulations, 2015 and other applicable laws.

POLICY REVIEW

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

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

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

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