

# **BOARD DIVERSITY POLICY**

Version-1

November 2023

## 1. Introduction and Purpose

This Policy on Board Diversity (the “**Policy**”) applies to the Board of Directors (the “**Board**”) of SATYA MicroCapital Limited (“**Company**”). The Company has formulated a policy and the same was approved by the Board at its meeting held on August 09, 2022, based on the recommendation of the Nomination and Remuneration Committee “NRC”. As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI (LODR) Regulations, 2015, the NRC of the Company has to devise Policy on Board Diversity.

SATYA recognizes and embraces the importance of a diverse Board in its success. As prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations), one of the key functions of the Board of a listed company is to ensure the existence of a transparent board nomination process with a focus on the diversity of thoughts, varied experience, industry knowledge, broader perspective, integrity and gender representation.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with the ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the organization significantly. A diversified board not only enhances board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Company’s stated goals and strategic objectives.

This Policy should be read with the Nomination and Remuneration Policy, as amended by the Board of Directors of the Company, from time to time (“**NRC Policy**”).

## 2. Policy Implementation

The NRC, under the NRC Policy, is authorized to select potential candidates for appointment as Directors to the Board. Whilst selecting potential candidates, the NRC would consider the following:

- When selecting candidates to be appointed as Directors to the Board, the NRC shall assess appropriate mix of diversity, ensure that the candidates have the highest levels of personal and professional ethics and integrity, appropriate skills, knowledge, experience and expertise in one or more fields of business including finance, accounting, management, sales, marketing, IT, administration, research, corporate governance, technical operations, law or any other discipline related to the business of the Company. The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, IT, digitization the environment and social aspects, climate change green technologies, operations of the company’s businesses and other disciplines related to the company’s businesses.
- While evaluating candidates, the NRC shall also consider the qualifications and skillsets of the existing Non-Executive Directors, to ensure an overall diversity in the skill sets of Board as a whole, keeping in mind the current business operations, future growth, diversification plans and also the need to fill in the competency gaps, if any.

- While selecting candidates for appointment to the Board, the NRC shall look at not only the **requisite qualifications and skill sets of the candidates** but also of the members of the existing Board keeping in mind the current business operations, future growth, diversification plans and also the need to fill in the competency gaps, if any.
- The Company believes in **gender diversity**. The Company, under the provisions of the Companies Act, 2013, Rules made there under and the Listing Regulations would have adequate number of woman director on its Board including woman independent director.

### 3. **Policy Review**

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the NRC/Board from time to time.

### 4. **Policy Disclosure**

The Company shall disclose this Policy on its website i.e, [www. satyamicrocapital.com](http://www.satyamicrocapital.com).

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.

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