

Syngene International Limited	Board Diversity Policy	Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary
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## **BOARD DIVERSITY POLICY**

### **INTRODUCTION**

The Board of Directors (“Board”) of Syngene International Limited (“Company”) has decided to consider and formulate a policy on diversity on the composition of the Board by the name of Board Diversity Policy (“Policy”). The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

### **PURPOSE**

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the Company and the business as a whole.

### **POLICY PURPOSE**

The Company believes that a diverse Board will amongst others –

- a. Enhance the quality of decisions making and ensure better business performance.
- b. Encourage diversity of perspectives thereby enhance creativity and innovation.
- c. Complement and expand the skills, knowledge and experience of the Board as a whole.
- d. Provide better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, race, gender and other qualities of the individual members as a whole. All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, research / clinical development, human capital management, strategic planning, marketing and general administration.

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## **NOMINATION AND APPOINTMENT**

The Nomination and Remuneration Committee ('Committee') of the Board shall be responsible to:

- a. Review and assess the composition and performance of the Board.
- b. Identify appropriate qualified personnel to occupy Board position.
- c. Suggest appropriate expertise and diversity required based on future plan of the Company.
- d. Manage the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendation to the Board.
- e. Ensure that selection process is formal and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory / regulatory requirements.

## **MONITORING, TRACKING AND REPORTING**

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will review and suggest training for directors. Amongst the key requirements is to maintain appropriate mix of executive, non-executive, skills, age and gender diversity on the Board.

The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification / characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Agreement and Companies Act, 2013. The policy shall be made available in the website of the Company.

## **AMENDMENTS AND UPDATES**

The Committee shall review this Policy on a periodic basis and recommend revisions to the Board for consideration and approval.

## **INTERPRETATION**

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Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee shall be final.

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