

Polygenta Technologies Limited – Policy on Board Diversity

1. Purpose

Regulation 19(4) read with Part D of schedule II to the SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 provides for the roles of the Nomination and Remuneration Committee [NRC], inter alia, to devise a policy on Board Diversity. NRC at its meeting held on 6th November 2015 devised this Policy on Board Diversity and the Board of Directors at its meeting held on 11th February 2016 approved it. This Policy sets out approach to diversity on Board of Directors of Polygenta Technologies Limited (Polygenta).

2. Scope

This Policy applies to the Board of Directors of Polygenta and does not apply to employees generally.

3. Vision

Polygenta recognizes the importance and benefits of having the diverse Board to enhance equality of its performance.

4. Policy Statement

Polygenta believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, prospective, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of Polygenta. It will make corporate governance more effective. While the appointments of person as a Board Member will continue to be on merit, NRC and the Board of Directors shall consider the benefits of diversity in identifying and recommending the persons for Board memberships.

The strength the Directors on the Board shall be in compliance with the provisions of the Articles of Association of Polygenta. The Board of Directors of Polygenta shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director. The composition of the Board shall be in compliance with the requirements of the Articles of Association of Polygenta, the Companies Act, 2013, Rules made thereunder and SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time.

Further, the Committee will ensure that no discrimination is made on grounds of religion, race, gender, national origin, marital status, age or any such attribute that is not relevant for such person's ability to perform as a Board member.

5. Review of Policy

The NRC will review the policy from time to time and make recommendations on any requisite change to Board for consideration and approval.

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