

**POLICY ON BOARD DIVERSITY**

**OF**

**ALLIED BLENDERS AND DISTILLERS  
LIMITED**

**(CIN: L15511MH2008PLC187368)**

## **POLICY ON BOARD DIVERSITY**

This Policy must be read in conjunction with the applicable provisions of laws/rules/ regulations procedures, not limited to but including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **1. Introduction**

The Board Diversity Policy ("**Policy**") has been devised by the Nomination and Remuneration Committee ("**Committee**") of Allied Blenders and Distillers Limited ("**ABDL**" or "**Company**" pursuant to Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**"). It has been considered and approved by the Board of Directors ("**Board**") of the Company.

The Policy outlines the Company's intent to have an optimal mix of Board Members from different backgrounds, to leverage their expertise and opinions on important aspects and enable long-term sustainable growth of the Company.

### **2. Definitions**

- a. "**Act**" shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and amended from time to time.
- b. "**Board of Directors**" or "**Board**" shall mean the Board of Directors of the Company.
- c. "**Nomination and Remuneration Committee / Committee**" means the Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act read with Regulation 19 of LODR.

### **3. Policy**

An effective Board, through its expert Members with diverse skill sets and backgrounds, helps the Company achieve its Vision and Mission through:

- Enhancing the decision-making process, thereby enabling optimum utilization of time and facilitating structured outcomes.
- Effectively channelizing the inputs and opinions of the Board Members, to arrive at viable solutions for the business challenges and setting strategic outcomes.
- Enabling self-development for Board Members in terms of gaining from varied skill sets, with the aid of shared expertise of Members.
- Ensuring compliance of the highest standards of Ethics and Corporate Governance.

Appointments of the distinguished Members of the Board will be done post an in-depth assessment of the business requirements, where the skill set of the Members from diverse backgrounds will serve the purpose of this Policy. In this regard the Committee will play a pivotal role.

#### **4. Responsibility of Committee**

With regard to this Policy, the Committee of the Board shall be responsible for:

- Assessing composition of the Board and scouting for prospective Members based on relevant qualification background and expertise.
- Identifying diversity requirements on the Board in terms of skill sets and expertise, by analyzing the nature of future undertakings and projects.
- Ensuring that the Board Member selection process is structured and bias-free.

The Committee shall ensure that no individual is discriminated on the basis of religion, race, gender, medical conditions, national origin or ancestry, marital status or any other personal or physical attribute, which is not indicative of an individual's ability to duly perform as a Board Member.

Accordingly, the Committee shall:

- Arrive at an optimal mix of diversity, expertise, skill set and background, and assess the representation of the varied skills on the Board.
- Ensure appropriate mix of Executive, Non-Executive and Independent Directors in accordance with requirements of the Act, LODR and other statutory obligations.
- Review recommendations of the Board with respect to diversity and implement those to attain the objectives of the Policy.
- Make recommendations to the Board for appointment of Members based on an optimal mix of diversity, skills, experience and expertise.

The size of the Board in terms of number of Members and composition with respect to Executive, Non-Executive and Independent Directors, shall be reviewed by the Board in accordance with the Company's Articles of Association, Act, LODR and any other applicable Laws, Rules and Regulations.

In the opinion of the Committee, the list of core skills/expertise/competencies required in the context of the Company's business is detailed in **Annexure A**.

#### **5. Reporting and Review**

The Policy and associated disclosures shall be made in accordance with the Act, LODR and any other applicable Laws, Rules and Regulations.

Periodic review of the Policy will be under the purview of the Committee. This review will include discussion on the efficacy of the Policy and approval of any inclusions / modifications suggested, not restricted to any other material topic associated with the Policy. The Committee will recommend any suggested changes to the Board, for its review.

#### **6. Disclosure:**

This Policy shall be disclosed on the Website of the Company : <https://www.abdindia.com/>.

**ANNEXURE A**

The following is only an indicative list of Key Board Skills/Expertise/Competencies and all Board Members need not possess all skill sets:

<b>Key Board Skills/Expertise/Competencies</b>	
<b>Leadership</b>	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Strength demonstrated in developing talent, planning succession and driving change as well as long-term growth.
<b>Sales and Marketing</b>	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance brand reputation.
<b>Financial Expertise</b>	Education and experience as an Auditor or Public Accountant or a principal financial officer, comptroller or principal accounting officer or holding a position involving performance of similar functions.
<b>Industry Experience</b>	A significant background in AlcoBev or similar industries, resulting in knowledge of how to anticipate market trends, generate disruptive innovation and extend or create new business models.
<b>Diversity</b>	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide.
<b>Mergers and Acquisitions</b>	Experience or record of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate plans for operational integration.
<b>Board Service and Governance</b>	Service on other public company boards, to develop insights on maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
<b>Innovation</b>	An appreciation of emerging trends in product design and development, research and in business models.