



## **POLICY ON BOARD DIVERSITY**

### **1. Introduction**

This Board Diversity Policy (“Policy”) sets out the approach to diversity on the Board of Directors (“the Board”) of 3i Infotech Limited (“the Company”).

### **2. Scope**

This Policy applies to the Board. It does not apply to the employees generally.

### **3. Vision and Policy Statement**

The Company recognizes and embraces the importance of diverse Board in its success. It recognizes the benefits of board diversity and supports the principle that diversity can strengthen the performance of the Board, promote effective decision-making and better corporate governance and monitoring.

The Nomination and Remuneration Committee (NRC) of the Company reviews and assesses the composition of the Board and makes recommendation to the Board on the appointment of new directors of the Board (“Directors”). The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The NRC shall also review the structure, size and diversity of the Board annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, NRC will ensure that no person is discriminated against on ground of religion, race, gender, national origin or ancestry, marital status, age, sexual orientation or any other personal



or physical attributes which does not speak to such person`s ability to perform as a Board member.

#### **4. Review of the Policy**

The NRC will review the Policy, from time to time and make recommendations on any required changes to the Board for consideration and approval.

#### **5. Disclosure of the Policy**

The Company shall disclose details of the Policy in the Corporate Governance Report annually as per the requirements of SEBI LODR Regulations and the Companies Act, 2013 read with rules thereunder.

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