

OM METALS INFRAPROJECTS LIMITED

BOARD DIVERSITY POLICY

1. PURPOSE

This Board Diversity Policy (*'Policy'*) sets out the approach to diversity on the Board of Directors (*'Board'*) of Om Metals Infraprojects Limited (*'the Company'*).

2. SCOPE

The Policy applies to the Board. It does not apply to diversity in relation to employees of Om Metals Infraprojects Limited.

3. POLICY STATEMENT

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced development. For appointments of persons to office of directors and deciding composition of the Board, the Nomination Remuneration and Compensation Committee (NRC Committee) and the Board shall also have due regard to this policy on Board diversity. In this process the NRC Committee /Board will take into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal and contractual requirements of the Company.

The board of directors of company shall comprise of not less than six directors. 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 not less than fifty per cent of the board of directors shall comprise of non executive directors

Where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

Explanation. - The expression "related to any promoter" shall have the following meaning:

- (i) If the promoter is a listed entity, its directors other than the independent directors, its employees or its nominees shall be deemed to be related to it;
- (ii) If the promoter is an unlisted entity, its directors, its employees or its nominees shall be deemed to be related to it.

4. **RESPONSIBILITY AND REVIEW**

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

5. **DISCLOSURE OF THE POLICY**

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of LODR Regulations 2015 and Companies Act 2013.