



POLICY ON DIVERSITY OF BOARD OF DIRECTORS

[Adopted by the Board on 12th August, 2024 and Amended on 10th March, 2025]

(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the (Listing Obligations and Disclosure Requirements) Regulations, 2015)

VMS TMT LIMITED



CIN: U27204GJ2013PLC074403

Registered Office: Survey No. 214, Near Water Tank, Bhayla, Ahmedabad, Bavla, Gujarat – 382220, India

This policy shall be called the 'Policy on diversity on the Board of Directors' ("**Board Diversity Policy**"). This Board Diversity Policy, which is in terms of Regulation 19(4) read with Part D Paragraph A (3) of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), sets out the approach on diversity of the Board of Directors ("**the Board**") of **VMS TMT LIMITED** (the "**Company**"). 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 organization and business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

SCOPE OF APPLICATION:

The policy applies to the Board and does not apply to diversity in relation to employees.

POLICY STATEMENT:

The Company believes that Board appointments should be based on merit and from the diverse fields such as accounts, management, legal, technical and finance that complements and expands the skills, experience and expertise of the Board considering knowledge, professional experience and qualifications, gender, age, cultural and educational background, and such factors to review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments function effectively.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

1. Drive business results;
2. Make corporate governance more effective;
3. Enhance quality and responsible decision making capability;
4. Ensure sustainable development; and
5. Enhance the reputation of VMS TMT LIMITED.

COMPOSITION OF THE BOARD:

EXECUTIVE AND NON-EXECUTIVE DIRECTORS:

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors.

INDEPENDENT DIRECTORS:

If the chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least 50% of the directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of up to five consecutive years on the Board of a Company, but can be appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.



While appointing independent directors, care should be taken as to the independence of the proposed appointee. For the purpose of this policy Independent Director means the Independent Director as defined in regulation 16 (b) of the SEBI Listing Regulations.

WOMAN DIRECTOR:

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one-woman director.

STAKEHOLDER DIVERSITY:

The Company may also have directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its articles of association and/ or any agreement between the Company and the nominating agency.

Subject to the provisions of section 151 of the Companies Act, 2013 read with the relevant rules made thereunder, the Company may, upon notice of not less than one thousand small shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by small shareholders.

The Committee will largely rely on the regulatory provisions of the Companies Act, and the regulations/ guidelines as applicable on the Company for achieving diversity against these provisions and recommend the same to the Board for adoption. At any given point of time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly

DISCLOSURES:

The Board's composition (including gender, ethnicity, age etc.) will be disclosed in the Annual Report.

EXPERIENCE AND EXPERTISE:

1. The Board shall have optimum combination of directors having experience in various fields.
2. The Board should comprise of at least one director having experience in the Industry.
3. The Board should have at least one director having financial/ accounting expertise. The Board should have at least one director having reasonable experience in the administration.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Directorship in other companies may also be taken into account while determining the candidature of a person

PROCESS FOR IDENTIFYING THE SUITABLE PERSON:

The Nomination and Remuneration Committee of the Board ("Committee") will review and assess the composition and performance of the board, as well as identifying appropriately qualified persons to occupy Board positions.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a board member.



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, SEBI Listing Regulations and other statutory / regulatory requirements.

MONITORING AND REPORTING:

1. The Nomination and Remuneration Committee will report to the Board on:
 - a. Initiatives undertaken by the Committee in relation to board diversity and to achieve measurable objectives.
 - b. Progress in achieving the measurable objectives and to make recommendations to the Board on the same.
2. The Nomination and Remuneration Committee will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

AMENDMENTS AND UPDATES:

The Nomination and Remuneration Committee will review the Policy on periodic basis and recommend revisions to the Board for consideration and approval

INTERPRETATION:

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 in such a case all be final.

EFFECTIVE DATE:

The policy shall become effective from listing the Company's shares on the stock exchanges.

