

SINGER INDIA LIMITED (SIL)
POLICY ON BOARD DIVERSITY

1. Purpose

In accordance with the clause 49 of Listing Agreement as amended, the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

2. Vision

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

3. Policy Statement

The Company aims to enhance the effectiveness of the Board by diversifying it and obtain the benefit out of it by better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy.

The Policy shall conform to the following two principles for achieving diversity on its Board:

- ✓ Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- ✓ For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination based factors like gender, age; educational qualifications, nationality & ethnicity, physical disability etc.

4. Review of Policy

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and 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 the Listing Agreement and the Companies Act 2013.

BOARD EVALUATION CRITERIA

Board Evaluation			
S.No	Board as a whole	Ranking (1 to 10)	Remark (if any)
(A)	Meetings of the Board:		
Regularity	Whether meetings are being held on a regular basis		
Frequency	Whether the Board meets frequently		
	Whether the frequency of such meetings is enough for the Board to undertake its duties properly		
Agenda	Whether the agenda is circulated well before the meeting and have sufficient information for decision making		
	Whether the agenda has all relevant information to take decision on the matter		
	Whether the agenda is up to date, regularly reviewed and involves major substantial decisions		
	Whether the quality of agenda and Board papers is up to the mark and self explanatory.		
	Whether outstanding items of previous meetings are followed-up and taken up in subsequent agendas		
	Whether the time allotted for the every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject		
	Whether the Board is able to finish discussion and decision on all agenda items in the meetings		
	Whether adequate and timely inputs are taken from the Board members prior to setting of the Agenda for the meeting		
	Whether the agenda includes adequate information on Committee's activities		
	Discussions and dissent:		
i	Whether the Board discusses every issue comprehensively depending on the importance of the subject.		
ii	Whether the environment of the meeting induces free-flowing free flowing discussions, healthy debate even on dissenting suggestions and contribution by everyone without any fear or fervour thereby adding value to the decision making.		
iii	Whether the discussions generally add value to the decision making		
iv	Whether the Board tends towards groupthink and whether critical and dissenting suggestions are welcomed		
v	Whether all members actively participate in the discussions		
vi	Whether overall, the Board functions constructively as a team		
	Recording of minutes:		
i	Whether the minutes are being recorded, circulated and approved as per requirement of law.		
ii	Whether the minutes are approved properly in accordance with set procedures.		
iii	Whether the minutes are timely circulated to all the Board members		
iii	Whether dissenting views are recorded in the minute		
	Dissemination of information		
i	Whether all the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly		
ii	Whether Board is adequately informed of material matters in between meetings		
(B)	Functions of the Board:		
Roles & Responsibilities	Whether the same are clearly documented E.g. Difference in roles of Chairman and CEO, Matters reserved for the Board, etc.		
Strategy Management and mitigation of risk.	Whether the Board overall reviews and guides corporate strategy, major plans of action, risk policy, annual budgets and business plans, sets performance objectives, monitored implementation and corporate performance, and oversees major capital expenditures, acquisitions and divestments, strategic risks etc		
	Whether Board undertakes a review of the high risk issues impacting the organization regularly		
	examine governance and compliance issues and the Board oversees process of disclosure and communications including the compliance certificates from auditors/company secretaries regarding conditions of corporate governance. etc		

Governance and Compliance	Whether the Board monitors the effectiveness of its governance practices and reviewing the same as needed ensuring the integrity of the entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.		
Conflict of Interest	Whether the Board monitors and manages potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions		
	Whether a sufficient number of non-executive members of the board of directors capable of exercising independent judgement are assigned to tasks where there is a potential for conflict of interest		
Stakeholder value and responsibility	Whether the decision making process of the Board is adequate to assess creation of stakeholder value and Board has adequate mechanisms in place to communicate and engage with various stakeholders.		
	Whether the Board acts on a fully informed basis, in good faith, with due diligence with high ethical standards and in the best interest of the entity and the stakeholders and Whether the Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently.		
	Whether the Board regularly reviews the Business Responsibility Reporting / related corporate social responsibility initiatives of the entity and contribution to society, environment etc.		
Corporate culture and values	Whether the Board sets a corporate culture and the values by which executives throughout a group shall behave.		
Review of Board evaluation	Whether the Board monitors and reviews the Board evaluation framework.		
Facilitation of independent directors	Whether the Board facilitates the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors and any criticism by such directors is taken constructively.		
(C)	Board and management		
Ecaluation of performance of management and feedback	Whether the Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance		
	Whether the management's performance is benchmarked against industry peers and is inline its permonce and industry peers		
	Whether remuneration of the Board and the management is aligned with the longer term interests of the entity and its shareholders.		
	Whether the Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation.		
	Whether the Board 'steps back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the entity's focus.		
Independence of the management from the Board	Whether the level of independence of the management from the Board is adequate		
Access of the management to the Board and Board access to the management	Whether the Board and the management are able to actively access each other and exchange information		
Secretarial support	Whether adequate secretarial and logistical support is available for conducting Board meetings		
Succession plan	Whether an appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board.	Not required yet	

(A)	Structure of the Board	Yes / No
i	Competency -Whether Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively.	
ii	Experience -Whether Board as a whole has directors with enough experience to conduct its affairs effectively.	
iii	Qualification -Whether Board as a whole has directors with a proper mix of qualifications to conduct its affairs effectively.	
iv	Diversity - Whether there is sufficient diversity in the Board on the various parameters of gender, experience & competency, etc..	
v	Process of appointment -Whether the process of appointment to the board of directors is clear and transparent and includes provisions to consider diversity of thought, experience, knowledge, perspective and gender in the board of directors.	
(B)	Professional development Programme	
i	Whether adequate induction and professional development programmes are made available to new and old directors	
ii	Whether continuing directors training is provided to ensure that the members of board of directors are kept up to date	
(C)	Committees of the Board	
Mandate and composition	Whether the mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed.	
Effectiveness of the Committee	Whether the Committee has fulfilled its functions as assigned by the Board and laws as may be applicable	
	1. Audit Committee	
	2. Nomination & remuneration Committee	
	3. Stakeholder Relationship Committee	
Structure of the Committee and meetings	Whether the Committees have been structured properly and regular meetings are being held	
	In terms of discussions, agenda, etc. of the meetings, similar criteria may be laid down as specified above for the entire Board	
Independence of the Committee from the Board	Whether adequate independence of the Committee is ensured from the Board	
Contribution to decisions of the Board	Whether the Committee's recommendations contribute effectively to decisions of the Board.	

Name of Director to be evaluated		
Basis	Particulars	
		Yes/No
Qualifications	Whether the member to be evaluated is professionally qualified.	
Experience, Knowledge and Competency	Whether the prior experience of the member is relevant to the functioning of the entity and have different Competencies as identified for effective functioning of the entity and the Board.	
Fulfillment of functions	Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law	
Ability to function as a team	Whether the person is able to function as an effective team- member	
Initiative	Whether the person actively takes initiative with respect to various areas	
Availability and attendance	Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
Commitment	Whether the person is adequately committed to the Board and the entity	
Contribution	Whether the person contributed effectively to the entity and in the Board meetings	
Integrity	Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	
<u>Additional criteria for Independent director</u>		
Independence	Whether person is independent from the entity and the other directors and there is no conflict of interest	
Independent views and judgement	Whether the person exercises his/ her own judgement and voices opinion freely	
<u>Additional criteria for Chairperson</u>		
Effectiveness of leadership and ability to steer the meetings	Whether the Chairperson displays efficient leadership, is open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively	
Impartiality	Whether the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc.	
Commitment	Whether the Chairperson is sufficiently committed to the Board and its meetings.	
Ability to keep stakeholders' interests in mind	Whether the Chairperson is able to keep stakeholders' interest in mind during discussions and decisions.	