



BOARD DIVERSITY POLICY

1. Introduction

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandate listed entities to devise a policy on diversity of board of directors. As per Regulation 19 (4) read with Part D of the Schedule II of the Listing Regulations the Nomination & Remuneration Committee of the Company has to devise Policy on Board Diversity. This Policy on Board Diversity applies to the Board of Directors of FDC Limited. The Policy sets out the approach to have diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the laws, rules and regulations applicable to the Company.

2. Purpose

The Company recognizes and embraces the benefits of having a diversified Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the company. A truly diversified Board shall consider a number of factors, including but not limited to and make good use of differences in the skills, knowledge, length of service, cultural and educational background, regional and industry experience, Background, race, age, gender, and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Company believes that a diverse Board will amongst others –

- a. Enhance the quality of decisions making and ensure better business performance;
- b. Encourage diversity of perspectives thereby fuel creativity and innovation;
- c. Complement and expand the skills, knowledge and experience of the Board as a whole;
- d. Provide better Corporate Governance.

3. Optimum Composition

The Board shall have an optimum combination of executive and non-executive directors and independent directors in accordance with requirements of the Companies Act, 2013, SEBI Listing Regulations.

4. Nomination and Appointment

The Nomination and Remuneration Committee ("NRC") of the Board is authorised to select potential candidates for appointment as Directors to the Board. Whilst selecting potential candidates, the NRC would consider the following:

- a. Identify appropriate qualified personnel to occupy Board position.



- b. Suggest appropriate expertise and diversity required based on future protected activities of the Company.
- c. Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board.
- d. Ensuring that selection process is formal and thorough and non-discriminatory.

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, woman director, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulation and other statutory / regulatory requirements.

5. Amendments

The Committee shall review this Policy on a periodic basis and recommend revisions to the Board for consideration and approval. This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the NRC/Board from time to time.