



# ***VDEAL SYSTEM LIMITED***

## ***Board Diversity Policy***

***(Adopted by the Board of Directors on May 20, 2024 )***

***CIN: U31100OR2009PLC011396***

***Registered Address: Plot No. 4/A, 4/B & 6, Janla Industrial Area, Jatni, Khordha, Orissa 752054***

## **VDEAL SYSTEM LIMITED**

This Board Diversity Policy, which is in terms of Schedule II Part D (A)(3) 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 to diversity on the Board of Directors (“**the Board**”) of Vdeal System 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 sets out the approach the Company should adopt whilst ensuring Board diversity and to enhance its effectiveness whilst discharging its fiduciary obligations toward the shareholders of the Company 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.

Adoption of best practices to ensure fairness and equality and transparency whilst appointing Directors and ensuring zero tolerance for discrimination based on caste, creed, gender, ethnicity, religion, disability, colour or otherwise.

Vdeal System Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

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 Vdeal System 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.

For the purpose of this policy Independent Director means the Independent Director as defined in regulation 16 (1)(b) of the SEBI Listing Regulations.

#### **WOMAN DIRECTOR:**

Subject to the provision of Section 149 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') deal with the provisions relating to the appointment of at least one women director.

#### **DISCLOSURES**

The Board's composition and the details of this Policy on Board Diversity shall be disclosed in the Board's report in terms of SEBI Listing Regulations.

#### **EXPERIENCE AND EXPERTISE:**

- (a) The Board shall have optimum combination of directors having experience in various fields.
- (b) The Board should comprise of at least one director having experience in the Industry.
- (c) 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.

#### **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, child birth 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.

#### **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 cases shall be final.