



# **POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS**

**(APPROVED BY THE BOARD OF DIRECTOR IN THEIR MEETING HELD ON APRIL 12, 2023)**

## **POLICY ON THE DIVERSITY OF THE BOARD OF DIRECTORS**

---

### **I. BACKGROUND:**

Pursuant to Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), this policy on diversity of board of directors (the “**Policy**”) of Mankind Pharma Limited (the “**Company**”) is being framed and implemented.

The board of directors (the “**Board**”) in pursuance of Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations adopted this Policy vide its meeting held on April 12, 2023.

The Policy shall come into force with effect from the date SEBI Listing Regulations takes effect with respect to the Company.

### **II. OBJECTIVE**

The Company believes that diversity plays a very important role in ensuring the transparency and balanced decision making in a boardroom.

The Company recognizes that diversity in the composition of the Board is essential in view of the expansion of business, gender equality, greater social responsibility, increasing emphasis on corporate governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of the Company. The Company is therefore committed to promoting social and professional diversity in the Board.

The purpose and objective of this Policy is to comply with SEBI Listing Regulations and to ensure diversity of thought, experience, knowledge, perspective and gender in the Board. This Policy provides a framework and sets standards for having a diversified board with the ability to reach its decisions after evaluating multiple options and perspectives as compared to a homogeneous board and thus enrich the performance of the Company.

### **III. BOARD DIVERSITY POLICY:**

- The Nomination and Remuneration Committee of the Board (the “**Committee**”) shall consider this Policy along with the Nomination and Remuneration Policy while selecting and recommending a person for appointment as a member of the Board and while evaluating the Board and its members.
- The Board shall have, all times, an optimum combination of executive, non-executive directors including independent and woman director(s) with diverse backgrounds in accordance with the articles of association of the Company, Companies Act, 2013, as amended and the rules notified thereunder (the “**Companies Act**”) and the SEBI Listing Regulations.
- An effective Board, through its expert members with diverse skill sets and backgrounds, helps the Company achieve its vision and mission through:
- Enhancing the decision-making process, thereby enabling optimum utilization of time and facilitating structured outcomes.
- Effectively channelizing the inputs and opinions of the Board members, to arrive at viable solutions for the business challenges and setting strategic outcomes.
- Enabling self-development for Board members in terms of gaining from varied skill sets, with the aid of shared expertise of members.
- Ensuring compliance of the highest standards of Ethics and Corporate Governance.
- Appointments of the distinguished members on the Board will be done post an in-depth assessment of the business requirements, where the skill set of the members from diverse backgrounds will serve the purpose of this Policy. In this regard the Committee will play a pivotal role.

#### **IV. SCOPE:**

This Policy should be read along with the Nomination and Remuneration Policy of the Company. This Policy applies to the Board and it does not apply to employees of the Company.

#### **V. MONITORING, TRACKING AND REPORTING:**

The Committee may suggest laying down a succession plan and drive the understanding of talent across the organization and support development programme(s) for the Board. As part of the exercise, it may also review and suggest training for directors. One of the key requirements is to plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age, experience and gender diversity on the Board.

The Company shall provide to its shareholders information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc., as per the requirements of the SEBI Listing Regulations and the Companies Act.

#### **VI. RESPONSIBILITY OF THE COMMITTEE:**

With regard to this policy, the Committee shall be responsible for:

- Assessing composition of the Board and scouting for prospective members based on relevant qualification background and expertise.
- Identifying diversity requirements on the Board in terms of skill-set and expertise, by analysing the nature of business and sector for it to function effectively vis-à-vis existing skills or competencies as available within the existing board members.
- Ensuring that the Board member selection process is structured and bias-free.
- The Committee shall ensure that no individual is discriminated on the basis of religion, race, gender, medical conditions, national origin or ancestry, marital status or any other personal or physical attribute, which is not indicative of an individual's ability to duly perform as a Board member.

Accordingly, the Committee shall:

- Arrive at an optimal mix of diversity, expertise, skill set and background, and assess the representation of the varied skills on the Board.
- Ensure appropriate mix of non-independent and independent directors meeting the criteria set out in Companies Act and SEBI Listing Regulations
- Review recommendations of the Board with respect to diversity and implement those to attain the objectives of the policy.
- Make recommendations to the Board for appointment of members based on an optimal mix of diversity, skills, experience and expertise.
- The size of the Board in terms of number of members and composition with respect to executive, non-executive and independent directors, shall be reviewed by the Board in accordance with the Company's Articles of Association, Companies Act, SEBI Listing Regulations and any other applicable laws, rules and regulations.

#### **VII. AMENDMENTS:**

This Policy may be amended, modified or supplemented from time to time, basis the review by the Committee, to ensure compliance with any modification, amendment or supplementation to the SEBI Listing Regulations or as may be otherwise prescribed by the Committee or the Board, from time to time.

#### **VIII. INTERPRETATION:**

The terms 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.

In the event of any conflict between the Companies Act or the SEBI Listing Regulations or any other statutory enactments or applicable law (collectively referred as “**Regulations**”) and the provisions of this Policy, the Regulations shall prevail over this Policy. Any subsequent amendment/ modification in the Regulations shall automatically apply to this Policy to the extent they are applicable.

\*\*\*\*\*

Name of Policy/Code	Recommending Authority	Approving Authority	Approval / Revision Date	Policy/Code Version
Policy on the Diversity of the Board of Directors		Board of Directors	April 12, 2023	V1