

NAMAN INDUSTRIES PROXIMA LIMITED

POLICY ON THE DIVERSITY OF BOARD OF DIRECTORS

Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

{As recommended by the Nomination Committee and approved by the Board of Directors of the company in the board meeting held on 22nd August 2025}

1. PREAMBLE:

The Board of Directors (the **"Board"**) of Naman Industries Proxima Limited (the **"Company"**) has framed this Policy on diversity of Board of Directors (**"the policy"**) on recommendations of Nomination & Remuneration Committee (the **"NRC"**) in terms of regulation 19(4) read with sub para 3, Para A, Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**"SEBI Listing Regulations"**), to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective, gender, race, ethnicity or cultural background in the Board, in compliance with the applicable laws, rules and regulations applicable to the Company.

2. DEFINITIONS AND INTERPRETATION:

- a. **"Board"** means the board of directors of the Company;
- b. **"Board Diversity Policy"** means this policy, as amended from time to time;
- c. **"Committee"** means the nomination and remuneration committee of the Board;
- d. **"Companies Act"** means the Companies Act, 2013, read with the rules thereunder, as amended;
- e. **"Director"** means a member of the Board; 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, SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the and Depositories Act, 1996. 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 shall be final.

3. BOARD DIVERSITY:

The Company believes that diversity at Board is an essential element in maintaining a competitive advantage in the business of the company. Accordingly, the company shall have a diversity in its Board to:

- a. Strike a balance of skills, experience and expertise appropriate to the requirements of the business of the Company.

- b. Include and make good use of varieties of skills, regional and industry experience, background, race, gender and other distinctions between directors.
- c. Enhance the quality of decision making and ensure better business performance.
- d. Encourage diversity of perspectives thereby fueling creativity and innovation.
- e. Complement and expand the skills, knowledge and experience of the Board as a whole.
- f. Provide for better Corporate Governance.

4. OPTIMUM COMPOSITION:

- a. The Board shall have an optimum combination of executive and non-executive directors and not less than fifty per cent of the Board of Directors comprising non-executive directors;
- b. At least half of the Board should comprise of independent directors (where the Chairman of the Board is executive/Non-Executive Promoter) or at least one-third of the Board should comprise of independent directors (where the Chairman of the Board is non- executive Non promoter);
- c. The Company shall continue to have at least one-woman director on the Board to ensure that there is no gender inequality on the Board.

5. NOMINATION AND APPOINTMENT:

The NRC Committee of the Board shall:

- a. Review and assess the composition of the Board in view of all rules and regulations applicable to the company.
- b. Identify appropriate qualified personnel to occupy Board position considering qualifications, academic professional experience in the area of business, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and such other consideration committee may deem fit.
- c. Suggest appropriate expertise and diversity requirements.
- d. Manage the process of recruiting new members to the Board and defining requisite skills.

- e. Ensure that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the functional Diversity, 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, the Listing Agreements and other statutory/ regulatory requirements.

6. MONITORING, TRACKING AND REPORTING:

The Committee shall lay down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Regulations and Companies Act, 2013.

7. AMENDMENT

The Committee will review the Policy as and when required, which will include an assessment of the effectiveness of the Policy. Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

8. DISSEMINATION OF THE POLICY

Policy shall be hosted on the website of the company viz <https://nipl.co/investor>.

For Naman Industries Proxima Limited



Director