



BOARD DIVERSITY POLICY

OF

REPRO INDIA LIMITED

APPROVED BY THE BOARD ON 27TH MAY, 2015

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1. Purpose

The Board Diversity Policy (the “Policy”) aims to set out the approach to achieve diversity on the Board of Directors (the “Board”) of Repro India Limited.

Building a Board of diverse and inclusive culture is integral to the success of Repro India Limited. Ethnicity, age and gender diversity are areas of strategic focus to the composition of our Board.

The Board considers that its diversity, including gender diversity, is a vital asset to the business.

2. Scope

This Policy applies to the Board. It does not apply to employees generally.

3. Vision

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

4. Policy Statement

With a view to achieving a sustainable and balanced development, the Company witnesses increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

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

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision making capability;
- Ensure sustainable development and
- Enhance the reputation of Repro India Limited.

5. Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board’s composition (including gender, ethnicity, age) will be disclosed in the Corporate Governance Report annually.

6. Monitoring and Reporting

- A. The Nomination and Remuneration Committee is responsible for:
- formally assessing the appropriate mix of diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board.
 - making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of Diversity, skills, experience, and expertise on the Board and
 - reviewing and reporting to the Board in relation to Board Diversity.
- B. The Nomination and Remuneration Committee will report to the Board on:
- initiatives undertaken by the Committee in relation to Board Diversity and to achieve the measurable objectives.
 - progress in achieving the Measurable Objectives and to make recommendations to the Board on the same.
- C. The Nomination and Remuneration Committee will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

7. Composition of Board

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of Repro, the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (erstwhile Listing Agreement) and the statutory, regulatory and contractual obligations of Repro.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Repro shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

8. Review of the Policy

The Nomination and Remuneration Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Nomination and Remuneration Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

9. Disclosure of the Policy

The Policy will be uploaded on the Company's website for public information.