

Board Diversity Policy

Objective:

The Policy on Diversity of Board (the “Policy”) aims to set out the approach to achieve diversity on the Board of Directors (the ‘Board’) of the Company.

Building a Board of diverse and inclusive culture is integral to the success of PDS 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.

Scope & Applicability:

The Policy is applicable to the manner of selection and appointment of Board of Directors to the Company and defining the Board Composition.

Definitions/Key Terms:

- a. Company - Company means “PDS Limited”.
- b. Listing Regulations – Listing Regulations means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company and amendments thereto from time to time.
- c. Act – Act means the Companies Act, 2013 including rules made thereunder as amended from time to time.
- d. Board of Directors – The term “Board of Directors” or “Board”, shall have the same meaning as prescribed under the Companies Act, 2013 and rules made thereunder as amended from time to time and shall in relation to a company, means the collective body of the Directors of the Company.
- e. Nomination & Remuneration Committee – Nomination & Remuneration Committee means the Committee of the Board constituted from time to time under the applicable provisions of SEBI Listing Regulations and the Companies Act, 2013.
- f. Policy – Policy means the current Policy on Board Diversity, including amendments, if any from time to time

Background:

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.

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.

Roles & Responsibilities:

- A. The Nomination and Remuneration Committee is (among other things) 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.

Procedures/Implementation:

- The Nomination & Remuneration Committee will identify potential candidates for directorships from a wide pool of qualified individuals, ensuring representation across gender, age groups, cultural and educational backgrounds, and professional expertise.
- All candidates will be assessed against transparent and merit-based criteria, while ensuring that diversity considerations are duly incorporated into the selection process.
- The Board shall, at all times, endeavor to have at least one-woman Director and shall comply with all applicable regulatory requirements on Board composition.

- The Policy shall also be integrated into succession planning for key Board positions to ensure diversity is embedded in future appointments.

Compliance & Consequences:

- The Company shall comply with all statutory and regulatory requirements regarding Board composition and diversity as prescribed under the Companies Act, 2013, and Listing Regulations, 2015.
- Any non-compliance with this Policy or applicable laws shall be reported to the Board and corrective actions shall be taken promptly.
- Persistent or material non-compliance may attract penalties as prescribed under the Companies Act, SEBI Regulations, or any other applicable laws.

Related Documents:

This Policy should be read in conjunction with the following documents:

- Nomination & Remuneration Policy of the Company.
- Code of Conduct for Directors and Senior Management.
- Corporate Governance Framework of the Company.
- SEBI Listing Regulations and the Companies Act, 2013.

Ownership and Review:

Ownership: This Policy shall be owned and administered by the Board of Directors of the Company through the Nomination & Remuneration Committee.

Review: 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.

Version History:

Version No.	Approved on	Created by	Approved by
1	November 13, 2015	Legal & Secretarial	Board of Directors