

S R INDUSTRIES LIMITED

POLICY ON BOARD DIVERSITY

[Pursuant to Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Policy on Board Diversity

Preamble

This Board Diversity Policy (the “Policy”) has been formulated by the Nomination and Remuneration Committee (“NRC”) of S R Industries Limited (the “Company”), in accordance with the Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Objective

The objective of this Policy is to ensure that the Board of Directors (the “Board”) of the Company is appropriately diverse in terms of skills, experience, gender, and background. The Policy aims to maintain an optimal mix of Executive, Non-Executive, and Independent Directors, drawn from a wide range of professional and personal experiences, to enable effective governance and balanced decision-making.

This Policy underscores the significance of having a diverse Board, recognizing that the unique skills, experiences, and perspectives of individual Board members collectively enhance the effectiveness of the Board and contribute to the overall success of the Company. The core objective of this Policy is to establish a framework that leverages the diverse expertise and insights of the Board to provide meaningful guidance to the Management, aligned with the Company’s strategic vision and business objectives.

Law and Applicability:

In accordance with Regulation 19(4), read with Part D of Schedule II of the SEBI Listing Regulations, the Nomination and Remuneration Committee (NRC) of the Company is required to formulate a Policy on Board Diversity.

This Policy is specifically applicable to the Board of Directors and is not intended to apply to employees of the Company at large.

Policy Statement

The Company seeks to enhance the effectiveness of its Board of Directors by promoting diversity in its composition, recognizing that a broad range of perspectives leads to better-informed and more effective decision-making. To ensure that the Board possesses an appropriate balance of skills, experience, and diverse viewpoints essential for executing the Company’s business strategy, various factors will be taken into consideration. These include, but are not limited to, gender, age, cultural and educational background, ethnicity, professional experience, functional expertise, knowledge, and tenure on the Board.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- Decisions regarding the recruitment and remuneration of Directors shall be based on their individual performance, professional competence, and alignment with the strategic needs of the Company, and
- To promote diversity and inclusion, the Company shall adopt best practices that uphold fairness, equality, and respect within the Board environment. The Company maintains a policy of zero tolerance toward any form of unlawful discrimination or harassment, ensuring that all Directors are treated with dignity and without bias, regardless of their personal or professional background.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

i. Gender:

The Company is committed to gender equality and shall not engage in any form of discrimination based on gender in matters relating to the appointment of Directors to the Board. The Company actively encourages the appointment of women to senior executive positions, with the objective of achieving balanced gender representation on the Board.

In compliance with the provisions of the Companies Act, 2013, the Company shall ensure that there is at least one-woman Director on the Board at all times.

ii. Ethnicity:

The Company shall promote a Board composition that reflects ethnic diversity, encouraging the inclusion of individuals from varied cultural and ethnic backgrounds. Such diversity enables Directors to contribute their unique knowledge, perspectives, and networks, thereby enhancing the quality of deliberations and supporting the overall growth and success of the Company's business.

iii. Educational qualification:

The Board should comprise members with diverse educational qualifications and expertise, bringing adequate experience in finance, accounting, economics, legal and regulatory affairs, corporate governance, environmental sustainability, green technologies, operations, and other disciplines relevant to the Company's business.

Role of The Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (NRC) is responsible, among other duties, for reviewing and assessing the composition of the Board. Additionally, the NRC identifies and recommends suitably qualified candidates for appointment as Directors to the Board, as and when necessary.

Review of the Policy

The Nomination and Remuneration Committee (NRC) shall periodically review this Policy to ensure its continued effectiveness. The Committee will discuss any necessary revisions and recommend proposed changes to the Board for consideration and approval.

Disclosure of the Policy

The Company shall make this Policy publicly available on its website at <https://www.srfootwears.co.in/>. Additionally, disclosures related to this Policy, if required, will be made in accordance with the provisions of the SEBI Listing Regulations and other applicable laws.
