

**JYOTI RESINS AND ADHESIVES LIMITED**

**POLICY ON BOARD DIVERSITY**

## **1. PREAMBLE**

Securities and Exchange Board of India has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

## **2. OBJECTIVE**

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of performance of the Board. This Policy on Board Diversity ("Policy") sets out the approach to diversity on the Board of Directors ("Board") of Gopala Polyplast Limited ("the Company") and it applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company

## **3. DEFINITIONS**

- 1) "**Act**" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- 2) "**Board of Directors**" or "**Board**" means the collective body of the Directors of the Company.
- 3) "**Company**", "**This Company**", "**The Company**", wherever occur in the policy shall mean "**JYOTI RESINS AND ADHESIVES LIMITED**" or ("JRAL ").
- 4) "**Policy**" or "**This Policy**" means "**Policy on Board Diversity**"
- 5) "**Website**" means website of the Company i.e. [www.euro7000.com](http://www.euro7000.com).
- 6) "**Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

## **4. INTERPRETATION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **5. POLICY STATEMENT**

The Company recognizes and believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing different skills, qualifications, professional experiences, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced development.

The Nomination and Remuneration Committee (NRC Committee) is responsible for reviewing and assessing the composition of the Board and the Board shall also have due regard to this policy on Board diversity.

In this process the NRC Committee /Board will take into consideration qualification and wide experience of the directors in the fields of Export and Trading, banking, finance, regulatory, administration and legal etc. apart from compliance of legal and contractual requirements of the Company. The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (LODR) Regulation 2015 and the statutory, regulatory

and contractual obligations of the Company. Further, the Committee/ Board will ensure that no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, marital status, age or any other personal or physical attributes which does not speak to such person's ability to perform as a Board member.

#### **6. REVIEW OF POLICY**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Nomination and Remuneration Committee or Board shall keep the policy updated as per applicable statutory guidelines.

#### **7. AMENDMENT**

The Board shall have power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy according to subsequent modification(s) / amendment(s) to Regulations. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended