

POLICY ON BOARD DIVERSITY

Preamble

As per SEBI (LODR) Regulations, 2015, the Nomination & Remuneration Committee of the Board (NRC) shall devise a Policy on 'Board Diversity'. The NRC Committee in its meeting held on 16.05.2019 has approved this policy on Board Diversity and Board of Directors in their meeting held on 17.05.2019 has adopted this policy on Board Diversity.

This Policy on Board Diversity (the "Policy") sets out the approach to diversity on the Board of Directors (the "Board") of the Company.

Policy

Engineers India Limited (the Company) is a Government Company as per provision of Section 2(45) of the Companies Act, 2013.

The Articles of Association of the Company stipulates that the number of Directors shall not be less than 5 (five) and not more than 25 (twenty five). Further as per Article of Associations of the Company:

- The President of India will appoint one of the Directors as a Managing Director.
- The president of India may appoint one or more directors to render advice to the Managing Director on such matters as the Board may prescribe.

Section 149 (1) & (4) of the Companies Act, 2013 provides that Company is required to have at least one woman director. Regulation 17(a) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 provides that board of Directors shall have an optimum combination of executive and non-executive directors and out of which one woman Independent director and also where Chairman of the Board is Executive Director, at least 50% of the Board shall consists of Independent Directors.

Engineers India Limited recognizes and embraces the importance of diverse Board for maintaining competitive advantage. A true diverse Board Shall enhance the quality of decisions by utilizing different skills, qualifications, cultural and regional experience, geographical and industry experience, ethnicity, gender, knowledge and length of service & other distinguishing qualities of members of the Board. EIL being a Public Sector Undertaking, the appointment of both Executive and Non-Executive Director is done by DPE/PESB.

In view of the above, the following steps may be taken as per the Policy:-

- To bring the matter to the attention of the concerned authorities (MoPNG/PESB) as and when Director Position becomes vacant for complying with the Companies Act/SEBI requirements.
- To provide inputs/suggestions for having a diversified Board as and when sought by Approving Authority.

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