

# **FINOLEX CABLES LIMITED**

## **POLICY ON BOARD DIVERSITY**

### **1. PREAMBLE**

The Securities and Exchange Board of India ("SEBI") has vide Circular No.CIR/CFD/POLICY CELL/2/2014 dated 17<sup>th</sup> April 2014 mandated companies to form a policy on Board Diversity.

Finolex Cables Limited has been incorporated under the Companies Act, 1956 on 5<sup>th</sup> June, 1967 (CIN: L31300MH1967PLC016531) and is engaged in manufacture and sale of various types of electrical wires and cables including optical fibre cables, telecommunication cables and other electrical products like compact fluorescent lamps (CFLs), switches and accessories.

The Board of Directors (the "Board") of Finolex Cables Limited recognizes the importance and benefits of having a diverse Board to enhance quality of its decision making process and performance and has adopted the following policy and procedures with regard to Board Diversity as set out below.

This policy is in terms of Clause 49 of the Listing Agreement with the Stock Exchanges and is applicable to the Company with effect from 1<sup>st</sup> October, 2014.

### **2. DEFINITIONS**

- 2.1 **"Act"** means the Companies Act, 2013 including any amendments or modification thereto as may be applicable from time to time.
- 2.2 **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of Finolex Cables Limited in accordance with the Companies Act 2013, applicable Rules framed there under and Clause 49 of the Listing Agreement with the Stock Exchanges.
- 2.3 **"Board of Directors"** or **"Board"** means the Board of Directors of the Finolex Cables Limited.
- 2.4 **"Company"** means Finolex Cables Limited, a company incorporated under the Act or under any previous Companies Acts.
- 2.5 **"Independent Director"** means a Director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013, applicable Rules framed there under and Clause 49 of the Listing Agreement with the Stock Exchanges.
- 2.6 **"Policy"** means this Policy on Board Diversity.

### **3. POLICY ON BOARD DIVERSITY**

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

The appointments of persons to office of Directors and deciding composition of the Board, the Nomination and Remuneration Committee ("N&RC") and the Board shall also have due regard to this Policy on Board diversity. In this process the

N&RC/Board will take into consideration qualification and wide experience of the Directors in the fields of finance, regulatory, administration, legal, products apart from compliance of legal and contractual requirements of the Company for ensuring transparent Board nomination process with diversity of thought, experience, knowledge, perspective of gender in Board.

The total number of Directors constituting the Board shall be in accordance with the Articles of Association of the Company and the provisions of Listing Agreement and Companies Act, 2013 and Rules framed there under, as applicable. 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, applicable Rules framed there under, Listing Agreement and the statutory, regulatory and contractual obligations of the Company.

#### **4. DISCLOSURE**

The necessary disclosure about the Policy for Board Diversity will be made as per requirements of Listing Agreement and Companies Act, 2013 and the Policy shall also be uploaded on the website of the Company.

#### **5. APPROVAL**

Pursuant to the recommendation of the N&RC, this Policy is approved by the Board of Directors of the Company.

#### **6. AMENDMENT TO THE POLICY**

This Policy is constituted under the provisions of the Companies Act, 2013 and applicable Rules framed there under. In the event of any non conformity or deviation between the contents of this Policy and the said Act and Rules, the provisions of said Act and Rules shall prevail and be made applicable to the matter. This Policy shall stand amended in accordance with the amendments, if any, in the said Act and Rules from time to time. Any amendment to this Policy will be in writing and uploaded on the website of the Company.

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