



GOPAL SNACKS LIMITED

POLICY ON BOARD DIVERSITY

1. LEGAL FRAMEWORK

The Policy on Diversity of the Board of Directors sets out the approach to diversity on the Board of Directors of Gopal Snacks Limited and is in compliance with the provisions of Regulations 19(4) read with Part D of the Schedule II of SEBI Listing Regulations, which sets out a framework to promote diversity on the Board.

The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board mandated under applicable laws, rules and regulations applicable to the Company.

2. EFFECTIVE DATE

The Policy is effective pursuant to provisions of SEBI (LODR) and shall come into force with effect from the date of such Regulations taking effect with respect to the Company.

3. DEFINITIONS

“Act” means the Companies Act, 2013 (or the Companies Act, 1956 to the extent applicable) and Rules made thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.

“Board” means Board of Directors of the Company.

“Company” means Gopal Snacks Limited.

“Director” means a director appointed to the Board of the company.

“Listing Regulations / SEBI (LODR)” mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended, from time to time.

“Nomination and Remuneration Committee (NRC)” means a Committee of Directors constituted under the requirements of Section 178 of Companies Act, 2013, read with rules made thereunder and responsible for formulating this Policy in accordance with Part D Schedule II of SEBI LODR.

“Policy” means Policy on the diversity of Board of directors.

“Rules” means the rules made under the Act.

“SEBI” means the Securities and Exchange Board of India.

4. OBJECTIVES

The purpose of achieving diversity of the Board is directed towards objectives of: -

- a. Enhancement in the quality of performance of the Board;
- b. To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations;
- c. Eradicate the gender bias in the Board;
- d. Achievement of sustainable and balanced performance and development in the Company;
- e. Support the attainment of strategic objectives of the Company;
- f. Compliance of applicable law/s and good practices;
- g. Support compliance with applicable law/s and adopt leading corporate governance practices;
- h. Bring in subject matter expertise on various businesses and functions that have an impact on the Company.

5. POLICY STATEMENT

The Company recognizes and believes that a diverse Board enhances the quality of the decisions made by the Board by utilizing different skills, qualifications, professional experiences, knowledge, gender, ethnicity, background and other distinguished qualities of the members of the Board, necessary for driving business, achieving competitive advantage, effective corporate governance, and sustainable and balanced development.

The Company maintains that Board appointments are to be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account discrete characteristics reflected in the Individual members, that the Board might consider relevant to function effectively and efficiently.

The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

6. GUIDING PRINCIPLES

In the process of attaining a diverse Board based on the aforementioned criteria, the following norms are assessed:

- a. **Optimum composition**
 - i. The Board has an optimum combination of Executive and Non-executive Directors and not less than fifty per cent of the Board of Directors comprise of Non-executive Directors.
 - ii. At least half of the Board comprise of Independent Directors (where the Chairman of the Board is Executive) or at least one-third of the Board comprise of Independent Directors (where the Chairman of the Board is non-executive).

iii. The Company shall continue to have at least one woman director on the Board to ensure that there is no gender inequality on the Board. In case the Company falls under top 100 listed companies by market capitalization, it shall appoint at least one woman independent director.

b. Functional diversity

- i. Appointment of Directors to the Board of the Company is based on specific needs and business of the Company. Appointment is done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- ii. Knowledge and experience in domain areas such as Finance, Legal, Risk Management, FMCG and / or foods & beverages sector etc., is duly considered while making appointments to the Board level.
- iii. While appointing Independent Directors, care is taken as to the independence of the proposed appointee.
- iv. Directorship in other companies is also taken into account while determining the candidature of a person.

c. Stakeholder diversity

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/or any agreement between the Company and the nominating agency.

7. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

- a. The Nomination and Remuneration Committee ('NRC') of the Board shall inter alia be responsible for:
 - i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees while ensuring that;
 - ii. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - iii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iv. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including Independent Director);

- e. Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of directors;
- f. Assessing the independence of Independent Directors; and
- g. Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act 2013 and Rules thereunder.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations and other statutory / regulatory requirements.

8. MONITORING, REPORTING AND REVIEWING

The Committee shall support in laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As a part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board.

The Committee will conduct an annual review of the policy (including a review of the effectiveness of the Policy), discuss any changes with the Board and ensure that their visions to the Policy are approved by the Board.

The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualifications / characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the SEBI (LODR) and Companies Act, 2013. The policy shall be made available on the website of the Company.

9. DISCLOSURE

The Company shall disclose this Policy on its website.

10. AMENDMENTS TO THE POLICY

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.