

KAJARIA CERAMICS LIMITED

BOARD DIVERSITY POLICY

PREAMBLE

Kajaria Ceramics Limited ('the Company') is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of race, gender, disability and nationality, religious or philosophical belief, age or any other factor.

PURPOSE

Pursuant to the provisions of Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this policy is aimed to ensure that the Company has a balanced Board of Directors ('Board') who bring multi-dimensional skills, experience and expertise so as to bring diversity to the Company's business complexities and to assist the Company during the challenges, if any, it faces including also to help the Company in operating its business in a very effective manner.

SCOPE

This Policy applies to the Board of the Company.

APPROACH

- i. With a view to achieve a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, number of aspects will be considered to maintain a diversified Board which will help in the growth of the Company and to have better governance in the Company, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. An inclusive culture helps us to respond to our increasingly diverse global customer base. The Company's deep roots in many geographical regions and an international approach inform our perspective on diversity. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.
- ii. The Nomination and Remuneration Committee will follow the process to identify and nominate the proposed director to be appointed as per the requirement of the Company from time to time from the diversified field to the Board for its approval. The benefits of diversity continue to influence succession planning.
- iii. Subject to the Listing Regulations read with the Companies Act, 2013, the Board appointments will be based on various aspects including qualifications, skills, experiences, number of companies in which he/she is a director, committee positions, gender, etc., to achieve the Board's target. The Company remains committed to meritocracy in the Boardroom, which requires a diverse and inclusive culture where Directors believe that their views are heard, their concerns are attended to and they serve in an environment where bias, discrimination and harassment on any matter are not tolerated.

- iv. Selection of female candidate(s) to join the Board will be subject to the necessary skills, knowledge and experience, etc. as well as the applicable laws. The ultimate decision will be based on merit and contribution the chosen candidate will bring to the Board.
- v. The Nomination and Remuneration Committee will review the Board composition, succession planning, talent development and broader aspects of diversity.
- vi. The Nomination and Remuneration Committee is responsible for developing measurable objectives to implement this policy and for monitoring progress towards the achievement of the objectives.

DISCLOSURE

The disclosure of this Policy will be made in accordance with the Listing Regulations read with the Companies Act, 2013 and/or other applicable laws.

AMENDMENT

The Board of the Company, on recommendation of the Nomination and Remuneration Committee, may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the applicable provisions of the Listing Regulations read with the Companies Act, 2013 and/or other applicable laws. However, amendments in the Listing Regulations, the Companies Act, 2013 and/or other applicable laws will be binding, even if not incorporated in this Policy.
