



GALLARD STEEL LIMITED

POLICY ON BOARD DIVERSITY

Approving Authority	Board of Directors of the Company
Version no.	1.0
Effective date	01 ST May, 2024
Review cycle	As recommended by the Board of Directors of the Company

POLICY ON BOARD DIVERSITY

1. PURPOSE

The Policy on Diversity of Board (the “Policy”) aims to set out the approach to achieve diversity on the Board of Directors (the ‘Board’) of the Company. Building a Board of diverse and inclusive culture is integral to the success of GALLARD STEEL LIMITED.

The Board considers that its diversity, including gender diversity, is a vital asset to the business of the Company.

An inclusive and diverse Board, allows more wider perspectives to be integrated when brainstorming, problem-solving and developing new ideas for the growth of Company's business

2. SCOPE

This Policy applies to the Board of Directors. It does not apply to employees generally.

3. POLICY STATEMENT

GSL believes that a diverse Board will leverage positive differences in thought, perspective, regional and industrial experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in finances, global business, leadership, technology, Mergers & Acquisition, Board services, strategies for sales and marketing, environment social & governance (“ESG”), risk and cyber security and other domains, which will ensure that --retains its competitive advantage.

GSL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision-making capability;
- ensure sustainable development; and
- enhance the Company’s reputation.

4. MEASURABLE OBJECTIVES

Selection of candidates will be based on a range of diverse perspectives, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills, and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

5. MONITORING AND REPORTING

The Nomination and Remuneration Committee (‘Committee’) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified candidates to occupy the positions on the Board.

The Committee will ensure that no person is discriminated against on the grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a member of Board unless expressly stated in the Statutes.

I. The Nomination and Remuneration Committee is (among other things) responsible for:

- Formally assessing the appropriate mix of diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board.
- Making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of Diversity, skills, experience, and expertise on the Board.
- Ensure that Board has an optimum combination of Executive, Non-Executive and Independent Directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI's Regulations and other the statutory, and contractual obligations of the Company.
- Reviewing and reporting to the Board in relation to Composition and Performance of the Board and its members.

II. The Nomination and Remuneration Committee will report to the Board on;

- Initiatives undertaken by the Committee in relation to board Diversity and to achieve the desired and defined goals.
- Progress in achieving the Qualitative and Quantitative Objectives and to make appropriate recommendations to the Board on the same.

REVIEW

The Nomination and Remuneration Committee shall review this Policy periodically and recommend appropriate revisions to the Board.

DISCLOSURE OF THE POLICY

The Policy will be uploaded on the Company's website for public information. The necessary disclosure about the policy will also be made as per the requirements of the SEBI's Listing Regulations and Companies Act, 2013.
