

# ALEMBIC PHARMACEUTICALS LIMITED

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## *POLICY ON BOARD DIVERSITY*

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Details of Adoption / Amendments to the Policy				
Policy Adoption / Change effective Date	Clause No.	Particulars of the Adoption / Change	Board Approval / Noting Date	Version of Policy
01/10/2014	-	Adoption of Policy	20/10/2014	Original
22/01/2019	Various clauses	Pursuant to the amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from time to time	22/01/2019	V-2

## **1. Preamble**

Alembic Pharmaceuticals Limited ('Alembic' or 'the Company') believes in the conduct of its affairs in a fair and transparent manner by adopting best standards of professionalism, integrity and ethical behaviour and in compliance of laws.

## **2. Objective**

The objective of this document is to devise a policy of the Company on diversity of the Board of Directors in compliance with the requirements of Regulation 19 read with Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **3. General**

The Board of Directors (the "Board") of the Company has noted this Policy at their meeting. The details of the original adoption and subsequent amendments, if any, are mentioned in the table provided at the beginning of the Policy.

Any term(s) not defined in the Policy shall have the same meaning as assigned to such term(s) in the Companies Act, 2013 and / or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws or regulations.

## **4. Implementation and Monitoring**

- The Nomination and Remuneration Committee while identifying and recommending board candidates shall make best efforts to achieve the objectives of the Policy Statement. Selection of candidates will be based on a consideration of balance of diversity Strands. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.
- The Nomination and Remuneration Committee shall further lay down and periodically review measurable objectives towards achieving the objective of the policy.

## **5. Board Diversity**

The role, functions, duties and responsibilities of the Board of Directors in the present time, require the Board to have different sets of knowledge ranging from technical, marketing, legal to finance and Governance. It is not practicable to have all the Directors with experience and expertise of all the sets of knowledge and therefore, it is necessary for the Board to have Directors with different knowledge, experience and skill sets. Board diversity helps bring in diverse thoughts and ideas at the Board level and thereby ensures that the board achieves better decision making and governing abilities, also it will ensure

that the customers, employees and all other stakeholders of the company are adequately represented at the board level.

The listing agreement entered into by the Company with the stock exchanges require the company to have a board diversity policy. Further one of the key function of the Board is *“Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board”*.

There are various parameters which affect the perception of a person and provide unique point of view to every situation/circumstances. Different business circumstances and situations require different point of views to bring optimum benefits to the Company in such situation.

Hence, it is important for the Board to have Directors with diverse background, experience, qualifications, gender, age group etc.

The Board shall attempt to have optimum diversity of its Directors. It shall consider the following parameters while selecting or with continuing the Directors on the Board:

1. Qualification and Expertise
2. Knowledge and Experience
3. Gender
4. Age

Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

## **6. Review**

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board from time to time and shall be subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as amended from time to time.

## **7. Amendment**

The Nomination and Remuneration Committee in consultation with Board shall amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

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