



*Lambodhara Textiles Limited*



**BOARD  
DIVERSITY POLICY**



# *Lambodhara Textiles Limited*

CIN : L17111TZ1994PLC004929

## **BOARD DIVERSITY POLICY**

### **1. Preamble**

The Board of Directors of Lambodhara Textiles Limited (the “Company”) has adopted this Board Diversity Policy (“Policy”) in accordance with Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Policy sets out the Company’s approach to diversity on the Board of Directors. The Nomination and Remuneration Committee (“NRC”) shall be responsible for formulating, implementing, reviewing, and recommending this Policy including any amendments thereof to the Board.

The Board may review, amend, or modify this Policy from time to time to ensure continued alignment with applicable statutory and regulatory requirements and best corporate governance practices.

### **2. Scope**

This Policy applies only to the Board of Directors of the Company and not to diversity with respect to employees of the Company.

### **3. Definitions**

In this policy, unless the context otherwise requires:

- a. **“Act”** means the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modifications or re-enactments or amendments thereof for the time being in force).
- b. **“Board of Directors”** or **“Board”**, means the Board of Directors of the Company.
- c. **“Company”** means Lambodhara Textiles Limited.
- d. **“Director”** means a director appointed to the Board of the Company.
- e. **“Diversity”** Includes characteristics such as gender, age, cultural and educational background, professional experience, skills, knowledge, perspective, and other relevant distinctions that enable effective decision-making and governance.



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- f. **“Key Managerial Personnel”** or **“KMP”** means key managerial personnel as defined under sub-section (51) of Section 2 of the Act.
- g. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.
- h. **“NRC”** means Nomination & Remuneration Committee constituted by the Board in accordance with applicable law.
- i. **“Policy”** means this Board Diversity Policy.
- j. **“SEBI”** means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.

## **4. Diversity Philosophy and Governance Framework**

Lambodhara Textiles Limited recognizes and embraces the importance of a diverse Board in driving sustainable business success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge, and skills — including expertise in finance, global business, leadership, manufacturing and textiles industry, strategy, sales and marketing, technology, digital transformation and risk management— thereby strengthening the Company’s competitive advantage.

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

- Drive sustainable business performance and long-term value creation.
- Enhance the effectiveness of corporate governance.
- Improve the quality and responsibility of decision-making.
- Promote sustainable growth and responsible business practices; and
- Strengthen the Company’s reputation among stakeholders.

## **5. Role of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (“NRC”) shall be responsible for reviewing and assessing the composition and performance of the Board and identifying appropriately qualified individuals for appointment as Directors in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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The NRC shall 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 that does not relate to such person's ability to effectively perform the role of a Director.

Accordingly, the NRC shall:

- assess the appropriate mix of diversity, skills, experience, and expertise required on the Board;
- periodically review the Board Skills Matrix and evaluate the extent to which identified competencies are represented;
- identify and recommend candidates who bring complementary capabilities and diverse perspectives;
- maintain an appropriate balance of executive, non-executive, and independent directors; and
- periodically review and report to the Board on diversity requirements and progress against measurable objectives, if any.

## **6. Transparency and Disclosure**

The effective implementation of this Policy requires transparency to enable shareholders to assess whether the Board is appropriately diverse.

Accordingly, the Company shall disclose in its Annual Report and Corporate Governance Report details of Board composition along with such information in conformity with applicable statutory and regulatory requirements from time to time.

## **7. Amendment to the Policy**

The Board may amend or modify this Policy at any time, either on its own or upon the recommendation of the Nomination and Remuneration Committee.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the competent authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail and this policy shall stand amended accordingly without any further action, from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.