



MANGLAM INFRA & ENGINEERING LIMITED

BOARD DIVERSITY POLICY

I. BACKGROUND:

Pursuant to Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), the Nomination and Remuneration Committee has to devise a policy on board diversity. This policy on diversity of board of directors (the “**Policy**”) of **Manglam Infra & Engineering Limited** (the “Company”) is being framed and implemented.

The board of directors (the “**Board**”) in pursuance of Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations adopted this Policy vide its meeting held on **December 01, 2023**.

This Policy shall come into force with effect from the date the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 take effect with respect to the Company.

II. OBJECTIVE

The purpose and objective of this Policy is to comply with SEBI Listing Regulations and to ensure diversity of thought, experience, knowledge, perspective and gender in the Board. This Policy provides a framework and sets standards for having a diversified board with the ability to reach its decisions after evaluating multiple options and perspectives as compared to a homogeneous board and thus enrich the performance of the Company.

III. SCOPE

This policy applies to the board. It does not apply to employees generally.

IV. POLICY

Manglam Infra & Engineering Limited recognizes and embraces the importance of diverse board in its commercial success. The company believes that a true diverse board will leverage differences in thought, perspective, knowledge skill, regional and industrial experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that the company retains its competitive advantage.

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

1. Drive business results
2. Make corporate governance more effective
3. Enhance quality and responsible decision making capability.
4. Ensure sustainable development and,
5. Enhance the reputation of the company
6. Ensure the transparency and balanced decision making in a boardroom.

The Nomination and remuneration Committee is responsible for reviewing and assessing the composition and performance of the board, as well as identifying appropriately qualified persons to occupy board positions.

While all appointments to the board will continue to be made on merit, the committee will consider the benefits of diversity in identifying and recommending the persons for board membership, as well as in evaluating the Board and its individual members.

Further, the committee will ensure that no person is discriminated against on 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 board member.

Accordingly the committee shall:

Assess the appropriate mix of diversity, skills, experience and expertise required on the board and assess the extent to which the required skills are represented on the board.

Make recommendations to the board in relation to appointments and maintain an appropriate mix of diversity, skills experience and expertise on the board, and

Periodically review and report to the board requirements, if any in relation to diversity on the board.

The board shall have an optimum combination of executive, Non-Executive and independent directors in accordance with requirement of its articles of association of the company , the Companies Act 2013, listing Regulations and the statutory, regulatory and contractual obligations of the company.

The effective implementation of this policy requires that the shareholders are able to judge for themselves whether the board has constituted is adequately diverse, to this end the company shall continue to provide sufficient information to shareholders about the size, qualification and Characteristics of each Board Member.

V. AMENDMENTS

This Policy may be amended, modified or supplemented from time to time, basis the review by the Nomination and remuneration Committee, to ensure compliance with any modification, amendment or supplementation to the SEBI Listing Regulations or as may be otherwise prescribed by the Committee or the Board, from time to time.

VI. INTERPRETATION

The terms used in this Policy but not defined herein shall have the same meaning ascribed to it in the articles of association of the Company and/ or the Companies Act.

In the event of any conflict between the Companies Act or the SEBI Listing Regulations or any other statutory enactments or applicable law (collectively referred as “**Regulations**”) and the provisions of this Policy, the Regulations shall prevail over this Policy. Any subsequent amendment/ modification in the Regulations shall automatically apply to this Policy to the extent they are applicable.

VII. RESPONSIBILITY AND REVIEW

The Nomination and remuneration Committee will review this policy periodically and recommend appropriate revisions to the Board.
