

BOARD DIVERSITY POLICY
[AMENDING THE POLICY DATED
THE 12TH AUGUST, 2014]

BACKGROUND

Ansal Properties & Infrastructure Limited {including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)} (hereinafter referred as the 'Company') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time.

Meaning of diversity

The term "diversity" of Board of Directors {Board} has not been defined. Diversity is statutorily achieved, more particularly functionally, residence and gender wise, whereby the Board has to have an optimum combination of executive, non executive, independent, resident/non resident director/s, woman director/s, & small shareholders director/s in terms of law and corporate governance. As per various national / international practices, it would also mean that the individuals of the Board should be diverse in background, education, experience, knowledge, thoughts, perspective, functional expertise, independence, age and gender. Diversity would further include differences that relate to communication styles, problem solving & interpersonal skills.

OBJECTIVE

The purpose for achieving diversity on the Board of Directors of the Company is for the benefits of:-

- Enhancement of the quality of performance of the Board ;
- Usher in independence in the performance of the Board;
- Eradicate the gender bias in the Board;
- Achievement of sustainable and balanced performance and development in the Company;
- Support the attainment of strategic objectives of the Company; &
- Compliance of applicable law/s and good corporate practices.

The Company believes that to a large extent requisite diversity is already present in the Board of the Company which, however, needs to be reviewed in terms of this Policy.

BRIEF OVERVIEW OF THE LAWS

Companies Act 2013 and its Rules

{Sections 149, 151 & 152 & Companies [Appointment and Qualification of Directors] Rules 2014 & Section 178 & Companies [Meetings of Board and

its Powers] Rules 2014} and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Every company shall have a Board of Directors consisting of individuals as directors and shall have minimum three directors in case of public company and maximum fifteen directors.
- Every listed company has to appoint at least one- woman director on the Board within one year from the commencement of Companies Act 2013, i.e. by 31st March 2015. Any vacancy shall be filled up at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.
- There should be at least one director who has stayed in India for total minimum 182 days in previous calendar year.
- Every listed public company shall have at least one-third of the total number of directors as independent directors whose period of office is not liable to determination by retirement by rotation.
- Independent Director shall meet the criteria of Independence.
- Any vacancy in the office of independent Director shall be filled up at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.
- Unless the articles provide for the retirement of all Directors, Not less than 2/3 of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Moreover, the remaining directors, subject to any regulation in the articles of association of the company, shall be persons whose period of office is not liable to determination by retirement of directors by rotation. The term "total number of Directors" shall not include independent directors, whether appointed under this Act or any other law for the time being in force on the Board of the Company.
- The Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,

recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- A listed company may have one director elected by small shareholders.

SECURITIES EXCHANGE BOARD OF INDIA {LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS} REGULATIONS 2015

The composition of board of directors of the listed entity shall be as follows:

(a) board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;

(b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

The setting up of Nomination and Remuneration Committee is in consonance with the provisions of the Companies Act 2013 and its Rules and the said SEBI Regulations.

Guiding Principles

- All the applicable provisions of laws, as amended from time to time, are complied and shall be complied in letter and spirit in implementing this Policy.
- At least one Woman director shall be appointed by the Board within the time specified; subsequently, any vacancy shall be filled up within time specified. {Already one woman director is holding office who is also an independent director and this position shall be continued}
- At present, the Company has one executive Chairman who is a promoter of the Company and more than half of the Board

comprises of Independent Directors of diverse eminent stature and with varied and extensive experience. Thus the Company, which is already complying with the provisions with the required number of Independent Directors, shall continue to comply with the provisions in terms of applicable laws and as per this Policy.

- At present, the Board has an optimum combination of executive and non-executive directors with more than 50% of the Board comprising non- executive directors. Such Directors are from diverse backgrounds. The optimum combination and diversity shall continue to be maintained in terms of applicable laws and this Policy.
- All Independent directors, have periods of office not liable to determination by retirement by rotation
- All the Executive Directors have periods of office liable to determination by retirement by rotation, annually.
- Diversity of the Board shall continue to be maintained at all times in terms of the applicable law/s and this Policy under the guidance of the Nomination and Remuneration Committee.

Role of the Committee

- The Nomination and Remuneration Committee (Committee) of the Company shall implement this Policy of Board diversity.
- Appointment of Directors and composition of the Board shall be considered from a range of diversity perspectives, including but not limited to the following qualities/parameters of the individual:-
 - ❖ Educational background,
 - ❖ Professional experience,
 - ❖ Skills and knowledge of the Industry,
 - ❖ Expertise,
 - ❖ Perspective,
 - ❖ Independence in case of Independent Director,
 - ❖ Gender,
 - ❖ Age,
 - ❖ Residency,
 - ❖ Any other relevant parameter.
- The ultimate decision shall be based on merit and contribution that the selected candidate is expected to bring to the Board.
- The Committee shall recommend to the Board the appointment of the individual as a director keeping in view this Policy.

- The Committee shall review the Policy, from time to time, to ensure its effectiveness.
- This Policy shall be disclosed in Annual Report of the Company.
- This Policy shall be uploaded on the Company's website.



12th August, 2017

Sushil Ansal
Chairman & Whole Time Director