

BOARD DIVERSITY POLICY

1. Introduction and Purpose:

As per the requirements under the Regulations 19(4) read with sub-clause (3) Para A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**Listing Regulations**”) and such other regulatory provisions, as applicable, the Nomination and Remuneration Committee of the Company (the “**NRC**”) is required to devise a Policy for having diversity on the Board of Directors (the “**Board**”) of Kilburn Engineering Limited (“**Company**”) and lay down the criteria for determining qualifications, positive attributes and independence of a Director.

Diversity in the composition of the Board of Directors is vital to handle various factors such as expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders, to keep pace with changing dynamics of the business environment and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial advantage of a Company. In view of the above, Kilburn Engineering Limited (“**Company**”) has framed this Policy on Board Diversity and Director Attributes (“**Policy**”) that encourages diversity in terms of thought, experience, knowledge, perspective and gender in the Board so as to ensure that the Board has an appropriate blend of functional and industry expertise. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

2. Scope:

This Policy applies to the Board. It does not apply to the Employees generally.

3. Objectives of the Policy

The Objectives of the Policy include:

- i. Board to drive diversity and have an appropriate blend of functional and industry expertise;
- ii. While recommending the appointment of a Director to, inter alia, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board;
- iii. Achieve an optimum and balanced Board, with a wide range of attributes;
- iv. Enhance the quality of decisions making and ensure better business performance;
- v. Encourage diversity of perspectives thereby fuel creativity and innovation;
- vi. To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors; and
- vii. Provide better Corporate Governance.

4. Policy Statement:

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. The Company recognizes and embraces the importance of a Diverse Board in its success.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives and also provides better Corporate Governance.

The Nominations and Remuneration Committee ('**Committee**') is responsible for:

- i. Reviewing and assessing the composition and performance of the Board.
- ii. Identify appropriate qualified personnel to occupy Board position.
- iii. Suggest appropriate expertise and diversity required based on future projected activities of the Company.
- iv. Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board.
- v. Ensuring that selection process is formal and thorough and non-discriminatory.
- vi. Review and report any changes in relation to the diversity of the Board.

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 speak to such person's ability to perform as a Board member.

Accordingly, the Committee shall:

- Assess the appropriate mix of diversity, skills, qualification, professional experience, etc. and assess the extent to which the required skills are represented on the Board.
- Make recommendation to the Board in relation to the appointments and maintain an appropriate mix of diversity, skills, experience and expertise on the Board.

The Committee shall also review that the Board of Directors of the Company shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other statutory and regulatory requirements.

5. Amendments and Updation

The Company will review the Policy from time to time, which will include an assessment of the effectiveness of the Policy, and make recommendations on any requisite change to Board for consideration and approval.

6. Dissemination of Policy

The necessary disclosure about the Policy will also be made as per requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.