



POLICY ON BOARD DIVERSITY

Dodla Dairy LIMITED
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POLICY ON BOARD DIVERSITY

1. **Purpose of this Policy:** This Policy on Board Diversity (the “Policy”) sets out the Company’s approach to ensuring adequate diversity in its Board of Directors (the “Board”) and is devised in consultation with the Nomination and Remuneration Committee (the “Committee”) of the Board.
2. **Scope of Application:** The Policy applies to the Board of Dodla Dairy Limited (the “Company”)
3. **Policy Statement:** The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making.

In order to ensure that the Company’s boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- a. Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b. For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- a. **Gender:** The Company shall not discriminate based on gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one-woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
 - b. **Ethnicity:** The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company’s business;
 - c. **Physical disability:** The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company’s Board, if he/she is able to efficiently discharge the assigned duties.
 - d. **Educational qualification:** The Directors of the Company shall have a mix of finance, engineering, legal and management background, so that they collectively provide the Company with considerable experience in a range of activities including varied industries, education, policy and investment.
4. **Review of the Policy:** The Board and the Committee will review this Policy on a regular basis to ensure its effectiveness and also compliance with applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Date: 13 July 2018

Place: Hyderabad

Approved by: Board of Directors