



BOARD DIVERSITY POLICY

(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the (Listing Obligations and Disclosure Requirements) Regulations, 2015)

VARDHMAN APPLIANCES LIMITED

CIN: U27509DL2023PLC418176

Plot No. 43, First Floor, Rajasthani Udyog Nagar, Adrash Nagar, North West Delhi,

New Delhi – 110 033, Delhi, India



POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. Title

This Policy on Board Diversity (the “**Policy**”) for the Board of Directors (the “**Board**”) of Vardhman Appliances Limited (the “**Company**”) has been formulated by the Nomination and Remuneration Committee (“**NRC**”) in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) and Companies Act, 2013 to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds. This policy shall be called the ‘Policy on diversity on the Board of Directors’ (“**Board Diversity Policy**”).

2. Applicability

As per Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, the Nomination and Remuneration Committee of the board of directors of a listed entity is required to devise a policy on diversity of board of directors only and does not apply to diversity in relation to the employees of the Company. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.

This Policy shall be adhered to in accordance with the applicable laws and regulations in India, as amended from time to time, and in the event of any conflict between the provisions of this Policy and the provisions of applicable law, the applicable law shall prevail. Any subsequent amendment or modification to the applicable law shall automatically apply to this Policy.

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 gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

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

- Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- 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:

- i. **Gender:** The Company shall not discriminate on the basis of 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 SEBI Listing Regulations Company shall have at least one-woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- ii. **Ethnicity:** The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute thorough their knowledge, sources and understanding for the benefit of Company’s business;
- iii. **Educational qualification:** The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, the environment, green technologies, operations of the company’s businesses and other disciplines related to the company’s businesses.

4. Role of the Nomination and Remuneration Committee ("NRC")

The NRC shall be responsible for:

- a) Reviewing and assessing the Board composition on behalf of the Board and shall recommend to the Board the appointment of new directors based on their qualifications, positive attributes and independence;
- b) Formally assessing the appropriate mix of diversity, skills, experience, and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
- c) Making recommendations to the Board in relation to Board succession, including the succession of the chairman, to maintain an appropriate mix of diversity, skills, experience, and expertise on the Board;
- d) Reviewing and reporting to the Board in relation to board diversity; and
- e) Make recommendations to the Board regarding the measurable objectives.

In reviewing the Board composition, NRC will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

5. Monitoring and Reporting

The NRC will report to the Board on:

- ✓ Initiatives undertaken by the committee in relation to board diversity and to achieve the measurable objectives.
- ✓ Progress in achieving the measurable objectives and to make recommendations to the Board on the same.

The NRC will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy.

6. Review

The effective implementation of this Board Diversity Policy requires that shareholders can judge for themselves whether the Board as constituted, is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications, and characteristics of each Board member.

7. Disclosures

A summary of this Board Diversity Policy together with measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the corporate governance report annually. The NRC will review this Board Diversity Policy periodically and recommend appropriate revisions to the Board.

8. Effective Date

This policy shall be effective from date of adopting the said policy by the Board i.e., 26th March, 2026.

9. Dissemination of the Policy

The policy will be hosted on the Company's website at www.vardhmanappliances.com



The block contains a handwritten signature in blue ink, which appears to be 'Sandeep Singh', written over a circular blue stamp. The stamp contains the text 'Vardhman Appliances Limited' around the top inner edge, 'Delhi' in the center, and a small star at the bottom.

