

VARDHMAN POLYTEX LIMITED

PURPOSE

Vardhman Polytex Limited (hereinafter "VPL") is committed to build a diverse and inclusive culture to achieve the highest standards of corporate governance, transparency and accountability. The Board Diversity Policy of VPL places great emphasis on the principle of diversity in terms of gender, domain and geography.

VISION

VPL recognizes the ongoing commitment by the Board members to enhance the performance of the Company towards fulfillment of obligations to the shareholders, the community and for the protection of the environment

OBJECTIVE:

The objective of the policy is to ensure that the Company has a diversified Board at all point of time. The Board should comprise of members with experience in different fields enable them to take strategic decisions at the Board level.

The new Companies Act, 2013 and *SEBI (LODR) Regulations, 2015*, every listed company to establish a Board Diversity Policy to ensure that there is wide-ranging experience and diversity on the Board. Diversity also brings a diversity of perspectives on what motivates and interests on VPL existing and potential customers. While following the spirit of diversity, the Company maintains that the appointments to the Board should be based on merit as well as complementing and expanding the skills, knowledge and experience of the Board as a collective body. The Company focuses on inducting Board members having global exposure and gender diversity also, at the same time and may be foreign nationals, of both genders, reflecting VPL business base.

SCOPE

As per SEBI (LODR) Regulations, 2015 , the Nomination and Remuneration Committee of the Board is required to devise a policy on Board Diversity and composition of the Board and make recommendations for the same. The scope includes:

1. To periodically identify competency gaps on the Board, if any;
2. To evaluate potential candidates for appointment as non-executive directors from a wider pool including those with rich corporate experience, on merit basis, with due regard to the objective of diversity;

Policy

REVIEW AND MONITORING

The Nomination & Remuneration Committee will assess this policy (which will include a review of the effectiveness of the policy) and discuss any required changes with the Board and ensure that any revisions to this policy.

DISCLOSURE / REPORTING

The Board will ensure that appropriate disclosures are made in the Annual Report regarding Board Diversity.

GOVERNANCE

This Policy can be changed, modified or abrogated at any time by the Board of Directors of the Company.

*Amended on 13.02.2016 due to applicability of SEBI (LODR) Regulations, 2015