



## **POLICY ON BOARD DIVERSITY**

### **BACKGROUND:**

In terms of the Regulation 19(4) read with Part D of Schedule II of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Nomination and Remuneration Committee has to devise a Policy on Board Diversity.

This Policy on Board Diversity ('the Policy') is being adopted in compliance with the provisions of Listing Regulations and sets forth the approach to diversity on the Board of Directors ('the Board') of Man Infraconstruction Limited (the "Company" or "MICL")

### **PURPOSE AND SCOPE:**

The Board Diversity Policy ('the Policy') sets out the approach to diversity on the Boards of Directors ('the Board') of Man Infraconstruction Limited ('MICL'). The Policy applies to the Board. It does not apply to diversity in relation to employees of MICL.

The objective of the policy is to make a conscious effort of the Board to achieve a balanced mix of skills, competence, perspective, gender, age, culture, expertise, experience and thought. It is expected that the Board with such diverse attributes will contribute towards constructive deliberation and decision-making activities taking into consideration varied views, perspectives and experiences of the Board members and also help the Board in fulfilling its comprehensive oversight responsibilities. Diversity in Boardroom will assist the Company to enhance and sustain growth, profitability, fulfillment of its social responsibility and promote and serve the long-term interest of its stakeholders.

### **POLICY STATEMENT:**

MICL recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Board Nomination and Remuneration Committee ('the Committee') shall reviews and assesses Board composition on behalf of the Board and recommend the appointment of new Directors. The Committee shall also oversee the conduct of the annual review of Board effectiveness.

The Board shall have at least One Independent Woman Director

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In recommending the appointment of new directors, the Committee will:

- Review Board composition, 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.
- Identify the list of core skills/expertise/competencies as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board and
- Identify suitable candidates for appointment to the Board, consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the committee shall consider the balance of skills, experience, independence and knowledge of Directors on the Board, the diversity representation of the Board, how the Board works together as a unit, and other factors relevant to its effectiveness.

### REVIEW AND AMENDMENTS:

The Nomination and Remuneration Committee / Board may review this Policy from time to time for effective execution of this Policy. The Nomination and Remuneration Committee/Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s) or any other appropriate Regulatory / Statutory Authority/ies.

This Policy is intended to be in conformity with the Listing Regulations and the Companies Act, 2013 as on the date of its adoption. However, if due to subsequent modifications in the Listing Regulations, the Companies Act, 2013 or any other Applicable Laws, a provision of this Policy or any part thereof becomes inconsistent with the Listing Regulations, the Companies Act, 2013 or any other Applicable Laws, then the provisions of such Listing Regulations, the Companies Act, 2013 laws, or such Applicable Laws as modified, shall prevail.

### DISCLOSURE OF THE POLICY:

The Company shall disclose this Policy on its website. The necessary disclosure, if any, about the Policy will also be made as per the requirements of SEBI LODR Regulations, 2015 and the Companies Act 2013.

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### **FREQUENCY OF REVIEW OF THE POLICY:**

The Board or the Committee, is authorized to review/ change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, SEBI LODR Regulations, 2015 and etc.

This Policy is intended to be in conformity with the SEBI LODR Regulations, 2015 as on the date of its adoption. However, if due to subsequent modifications in the SEBI LODR Regulations, 2015, the Act or any other applicable law, a provision of this Policy or any part thereof becomes inconsistent with the SEBI LODR Regulations, 2015, the Act, or any other applicable law, then the provisions of such laws, Listing Regulations as modified, shall prevail.

Description	Adoption Date	Approval by
Adoption of Revised Policy	20.05.2025	Nomination and Remuneration Committee and Board of Directors