

DCM SHRIRAM LIMITED

BOARD DIVERSITY POLICY

Purpose

The Board Diversity Policy ('the Policy') sets out the approach to diversity on the Boards of Directors of DCM Shriram Limited ('the Board').

Scope of Application

This policy is applicable to the Board of Directors of DCM Shriram Limited only.

Objective

The Company is into diverse businesses having different age and maturity. The Company is present in different regions of India and also in some other Asian countries. The Company therefore recognizes the need for diversity at Board level, being the highest decision making body of the Company.

Policy

The Company recognizes the importance of diversity in its broadest sense in its boardroom as an essential element in maintaining board effectiveness and a competitive advantage.

Consideration and selection of candidates for appointment to the Board will be based on merit which shall include a candidate's integrity, educational background, industry or related experience, general experience, his/her ability to contribute to the effective functioning of the Board, independence and ability to fulfill time commitments.

The Nomination and Remuneration Committee (NRC) is responsible for reviewing and assessing the composition of the Board and is committed to keep diversity considerations in view while making recommendations to the Board on the appointment and removal of directors. In so far as any specific statutory requirements are concerned, like the need to appoint a woman director, if applicable, the same shall be adhered to as per law.

NRC of the Company recognizes that, as far as practically feasible, having a diverse Board of Directors may have advantages in enabling the Company to have benefits of diverse perspectives.

NRC believes that diversity goes beyond mere gender diversity and embraces a wider meaning covering gender, culture and education, professional qualifications and background, international and national experience etc etc.

This policy shall be implemented in progressive manner keeping the best interests of the Company. This policy does not envisage any reservation for any particular class/group on the Board.

This policy is being made effective immediately and will be reviewed from time to time by the NRC depending upon the experience gained in its implementation.

The Board Diversity Policy was approved by the Board of Directors in its meeting held on 1st May, 2015

