# CHAITANYA PROJECTS CONSULTANCY LIMITED

# BOARD DIVERSITY POLICY

Date of Approval by The Board
of Directors: July 31 2026.

Version: I

## Objective:

This Policy on Board Diversity (the **"Policy"**) sets out the approach to diversity on the Board of Directors of (the **"Board"**) of Chaitanya Projects Consultancy Limited (the **"Company"/"CPCL"**).

Regulation 19(4) read with Part D (A) (3) of Schedule II of Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) requires the **Nomination and Remuneration Committee** (**"NRC"**) of all the listed companies to formulate a Policy on diversity of the Board of Directors.

Accordingly, the Board of the Company has adopted the Policy at its meeting held on 10th FEB 2025(after incorporation of NRC ) by the Board, based on the recommendation of the Nomination and Remuneration Committee in accordance with the SEBI Listing Regulations, 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.

## PURPOSE:

This Policy is formulated to recognize and promote the diversity in the composition of the Board and to provide a framework for leveraging the varied skills, experience, knowledge, expertise, gender and perspectives of its Directors.

## POLICY STATEMENT:

The Company is committed to enhancing the effectiveness of its Board by promoting diversity in its composition. A diverse Board brings a broad range of perspectives, experiences, and expertise, enabling more informed and balanced decision-making and supporting the long-term success of the Company.

In striving to achieve an appropriate balance of skills, experience, and diversity of perspectives necessary for the effective execution of the Company's business strategy, the Company shall consider a range of factors, including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, independence, and length of service. The selection, recommendation, appointment, re-appointment and remuneration of Director shall be based on merit, while giving due regard to the benefits of diversity in achieving an effective and well-balanced Board.

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

- Decisions pertaining to recruitment 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 subject to applicable law.

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:

### 1. 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. In accordance with the SEBI Listing Regulations, the Company shall at all times have at least one-woman director on the Board.

### 2. ETHNICITY:

The Company shall endeavour to maintain a Board comprising individuals from diverse ethnic, cultural, and social backgrounds, recognising that such diversity brings a broad range of perspectives, experiences, and

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insights. This diversity enhances the Board's ability to make informed decisions, strengthens strategic deliberations, and enables Directors to contribute their knowledge, expertise, and understanding effectively for the long-term growth and success of the Company.

## 3. EXPERIENCE AND EXPERTISE:

The Board shall comprise individuals with a diverse mix of educational qualifications, professional expertise, knowledge, and experience across various fields, including finance, accounting, economics, law, regulatory affairs, corporate governance, sustainability and environmental matters, business operations, risk management, technology, and other disciplines relevant to the Company's business. Such diversity of competencies shall enable the Board to discharge its responsibilities effectively, provide strategic direction, and make informed decisions in the best interests of the Company and its stakeholders.

As per Regulation 17 of Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015:

a. board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;
b. where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.

The Company is in compliance with the above requirements. The Board comprises of three Executive Directors, one of whom is a Woman Director, and three Independent Directors. The Chairperson of the Board is an Executive Director. Accordingly, the composition of the Board is in conformity with the requirements prescribed under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 4. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:

The NRC, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

## 5. REVIEW OF THE POLICY:

The NRC shall review the policy from time to time, to ensure the effectiveness of the Policy. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

## 6. AMENDMENTS:

The NRC may modify, amend, suspend or rescind the Policy at any time subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable law.

## 7. 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 Listing Regulations and other applicable laws.

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