

BOARD DIVERSITY POLICY OF INDO-TECH TRANSFORMERS LIMITED

1.PURPOSE

This Board Diversity Policy (“**Policy**”) sets out the approach to diversity on the Board of Directors (“**Board**”) of Indo-Tech Transformers Limited (“**ITTL or Company**”).

2.SCOPE

This Policy applies to the Board. It does not apply to employees generally.

3.POLICY STATEMENT

ITTL recognizes and embraces the importance of a diverse Board in its success. ITTL believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, mergers & acquisition, Board service, strategy sales and marketing, environment social & governance (“ESG”), risk and cyber security and other domains, which will ensure that ITTL retains its competitive advantage.

ITTL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision making capability;
- ensure sustainable development; and
- enhance the reputation of ITTL.

The Nomination and Remuneration Committee (“**Committee**”) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions in accordance with the relevant laws.

The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person’s ability to perform as a Board member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,

- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of ITTL, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regulations, and other statutory, regulatory and contractual obligations of ITTL.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board is adequately diverse. To this end, ITTL shall continue to provide sufficient information to shareholders about the size, qualifications and expertise of each Board member, in accordance with the relevant laws.

4. LIMITATIONS, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy.

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.