



POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

DEVYANI INTERNATIONAL LIMITED

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], more specifically Part D of Schedule II of SEBI (LODR), requires the Nomination and Remuneration Committee to devise a policy on diversity of the Board of Directors enabling the Board of Directors to ensure a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender.

1. GOVERNING LAWS

This policy shall be governed by the provisions of the Securities and Exchange Board of India Act, 1992, SEBI LODR, the Companies Act, 2013, the Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. PURPOSE

This Policy sets out the Company's approach in ensuring appropriate and adequate representation on its Board of Directors representing diversity of thought, experience, knowledge, perspective and gender.

3. SCOPE

This Policy is applicable on the composition of Board of Directors of the Company.

4. POLICY STATEMENT

The Company recognizes the benefits of diversity on the Board and believes that a diverse Board can make significant contribution towards achievement of Company's strategic and commercial objectives more efficiently and effectively. The Company believes that Board with diverse representation is better equipped to leverage benefits emerging through members with diverse thoughts, perspective, knowledge, experience and gender and is well equipped to perform its functions and give strategic guidance to the Company. The Company remains committed to ensure that a transparent nomination process is followed where appointments will be made on merits in order to strengthen the corporate governance, achieve business results, ensure sustainable development for benefit of all stakeholders and enhance the reputation of the Company.

Nomination and Remuneration Committee is responsible for:

- identifying qualified persons, keeping in view the benefits of diversity, for appointment to the Board of Directors, who can provide strategic guidance, effective monitoring of the management and set up a corporate culture and value system by which executives throughout the group shall abide; and
- reviewing and assessing the composition of the Board so that there is an optimum combination of executive, non-executive, women and independent directors on the Board as per the requirements of the SEBI (LODR), the Companies Act, 2013 and the Rules & Regulations made thereunder.

REVIEW OF THE POLICY

The Nomination and Remuneration Committee may review and recommend any amendment to this Policy, to the Board for its approval, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.