



POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. PURPOSE:

In accordance with the Regulation 19(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of Schedule II, Donear Industries Limited ("Company") has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of Directors (the 'Board').

2. VISION:

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

3. SCOPE:

This policy applies to the Board. It does not apply to the Employees generally.

4. POLICY STATEMENT:

Donear Industries Limited 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 the Company

The Company recognizes and embraces the importance of a Diverse Board in its success. The Nominations 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.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, 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 speak to such person's ability to perform as a Board member. Accordingly, the Committee shall:



- Assess the appropriate mix of diversity, skills, qualification, professional experience, etc. and assess the extent to which the required skills are represented on the board.
- Make recommendation to the Board in relation to the appointments and maintain an appropriate mix of diversity, skills, experience and expertise on the board.
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board

The Board of Directors of the Company shall have an optimum combination of executive and non-executive Directors with at least one woman Director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Donear shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

5. REVIEW OF POLICY:

The Company will review the policy from time to time and make recommendations on any requisite change to Board for consideration and approval.

6. DISCLOSURE OF THE POLICY:

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.