



## **POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

### **1. PREFACE**

The Board of Directors (“Board”) of **Worth Peripherals Limited** (“Company”) has decided to consider and formulate a policy on diversity of the composition of the Board by the name of Policy on Diversity of Board of Directors (“Policy”). The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective, gender, race, ethnicity or cultural background in the Board, in compliance with the applicable laws, rules and regulations applicable to the Company.

### **2. INTERPRETATION**

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made there under. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

### **3. POLICY**

The Company believes that a diverse Board will:

- a. Enhance the quality of decision making and ensure better business performance.
- b. Encourage diversity of perspectives thereby fueling creativity and innovation.
- c. Complement and expand the skills, knowledge and experience of the Board as a whole.
- d. Provide for better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, gender, race, ethnicity, cultural background and other qualities of the individual member as a whole. All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, business development, human capital management, strategic planning, marketing and general administration.

In the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

#### **3.1 Optimum Composition**

- a. The Board shall have an optimum combination of executive and non-executive Directors and not less than fifty per cent of the Board of Directors comprising non- executive Directors.
- b. At least half of the Board should comprise of independent directors (where the Chairman of the Board is executive) or at least one-third of the Board should comprise of Independent Directors (where the Chairman of the Board is non-executive).
- c. The Company shall continue to have at least one-woman Director on the Board to ensure that there is no gender inequality on the Board.



### **3.2 Functional diversity**

- a. Appointment of Directors to the Board of the Company should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- b. Knowledge of and experience in domain areas such as finance, legal, risk management, industry, etc., should be duly considered while making appointments to the Board level.
- c. While appointing independent directors, care should be taken as to the independence of the proposed appointee.
- d. Directorships in other companies may also be taken into account while determining the candidature of a person.

### **3.3 Stakeholder diversity**

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/ or any agreement between the Company and the nominating agency, provided that such Agreement or appointment for the interest of any personnel shall require a prior approval of the Board of Directors.

## **4. ROLE OF NRC**

The Nomination and Remuneration Committee ('Committee') of the Board shall:

- a. Review and assess the composition of the Board.
- b. Identify appropriate qualified personnel to occupy Board position.
- c. Suggest appropriate expertise and diversity requirements.
- d. Manage the process of recruiting new members to the Board and defining requisite skills.
- e. Ensure that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

### **4.1 Monitoring, Tracking and Reporting**

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development program for the Board. As part of the exercise, it will also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and diversity on the basis of gender, race, ethnicity, country of origin and cultural background.

The Company shall make necessary disclosures about the policy as per the requirements of the Listing Agreement and the Companies Act, 2013.

## **5. AMENDMENTS & UPDATES**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

**Note: The above said Policy was updated and approved by the Board of Directors at their meeting held on January 29, 2026.**

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