

POLICY ON DIVERSITY
OF BOARD OF DIRECTORS

ORIENTAL NAGPUR BETUL HIGHWAY LIMITED

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INTRODUCTION:

Oriental Nagpur Betul Highway Limited (the “Company”) recognizes and embraces the importance of a diverse Board in its success.

Diverse board directly contribute to the following:

- Superior knowledge of the core business and other associated areas related to the business leads to charting the path for growth.
- Increase the accountability of the management which results in superior performance.
- Increase shareholder and stakeholder value as they help drive sustainable development.
- Increased visibility and participation of the Board of Directors helps in ensuring consistent oversight across business.
- Effective Corporate Governance.

This Policy has been prepared in accordance with Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred to as "Listing Regulations") and other applicable laws by the Nomination and Remuneration Committee of the Board.

OBJECTIVE:

The Policy sets out the approach to have diversity on the Board of Directors the Company resulting in optimal decision making & assisting in the development and execution of a strategy which promotes success of the Company for the collective benefit of its stakeholders. This Policy aims to set out the approach to achieving diversity of thought, experience, knowledge, perspective and gender in the Board of Directors (“the Board”) of Oriental Nagpur Betul Highway Limited.

SCOPE:

This policy applies to the Board. It does not apply to employees of Oriental Nagpur Betul Highway Limited.

DEFINITIONS:

- (i) **“Board”** means Board of Directors of the Company.
- (ii) **“Company”** means **Oriental Nagpur Betul Highway Limited**
- (iii) **“Companies Act, 2013” or “the Act”** means the Companies Act, 2013 read with the Rules framed thereunder (including any modification(s) / amendment(s) / re-enactment(s) thereof) (the “Act”).
- (iv) **“Directors”** mean Directors of the Company.
- (v) **“Committee”** means the Nomination and Remuneration Committee (NRC).
- (vi) **“Directors”** mean Directors of the Company.

- (vii) **“Key Managerial Personnel”** means key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.
- (viii) **“LODR”** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the circulars issued thereunder (including any modification(s) / amendment(s) / re-enactment(s) thereof).
- (ix) **“NRC”** means Nomination and Remuneration Committee of Board of Directors of the Company.
- (x) **“Senior Management”** shall mean officers/personnel of the listed entity who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.
- (xi) **“Employees”** shall mean every officer or other employee of the Company except a Director of the Board, Chairman, Managing Director, Key Managerial Personnel or any other person entitled to manage the whole or substantial part of the business and affairs of the Company.
- (xii) **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- (xiii) **“Policy”** means Board Diversity Policy.

POLICY STATEMENT:

In its Code of Ethics, Oriental Nagpur Betul Highway Limited has committed to ‘Respect for the Individual’ and fostering of a stimulating, creative and non-discriminatory workplace environment for all our employees and partners, while respecting diversity and personal dignity.

The Code of ethics prohibits all forms of discrimination on grounds such as: gender; age; origin; religion; sexual orientation; physical appearance; health; disability; trade union membership. Runwal Enterprises Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives by enhancing quality and responsible decision-making capabilities.

MEASURABLE OBJECTIVES

- The policy shall be governed by the applicable statutory requirements under the Companies Act, 2013, SEBI Regulations and such other statute as amended from time to time. If there are any inconsistencies between this Policy and statutory provisions, then such statutory provisions shall override this, Policy.

- The Nomination and Remuneration Committee (“the Committee”) is responsible for reviewing the structure, size and composition of the Board and identification of suitable candidates to occupy the Board positions. It will recommend to the Board, the appointment of new Directors on the Board, from time to time, to ensure that it has a balanced composition of skills, experience and expertise appropriate to the requirements of the business of the Company, with due regard to the benefits of diversity on the Board.
- The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors as per the requirements of Companies Act, 2013; Listing requirements, Articles of Association and any other contractual obligations of Runwal Enterprises Limited.
- During the annual performance evaluation of the Board, the criteria of diversity will also be evaluated.

RESPONSIBILITY AND REVIEW:

- The Committee will review the policy annually, which will include an assessment of the effectiveness of the policy.
- The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

AMENDMENTS TO THE POLICY”

The Board of Directors, on its own and / or as per the recommendations of NRC can amend this Policy as and when deemed fit. Any or all provisions of this Policy would be subject to revision/amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

CONFLICT IN THE POLICY

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down or mentioned 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.

DISCLOSURE

In accordance with the requirements under the LODR and the Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of its own

performance, performance of various Board Committees and individual Directors will be made by the Board in the Board's report. Further, the Board's report containing such statement will be made available for the review of shareholders at the general meeting of the Company.

The Policy shall also be available on the website of the Company at <http://www.nagpurbetulhighway.in>

The Policy is effective as on date.