

POLICY ON BOARD DIVERSITY

This Policy on Board Diversity is framed in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Nomination & Compensation Committee of the Board (hereinafter referred to as 'the Committee') has devised this Policy to provide a framework for having a diversified Board.

The Company believes that appropriate diversity of membership on the Board of Directors of the Company (hereinafter referred to as 'the Board') will enable the Company to more effectively realise its vision.

Policy

In pursuit of the above, it is ITC's Policy that:

- (a) the Board shall have an optimum combination of Executive, Non-Executive and Independent Directors. Such combination shall also comply with all the applicable statutory requirements with regard to the composition and diversity of the Board.

The Committee shall identify persons who are qualified to be appointed as Directors, based on the criteria formulated for determining qualifications, positive attributes and independence of Directors (including Independent Directors), and recommend such appointments to the Board;

- (b) the Board shall have balance of skills, competencies, experience and diversity of perspectives appropriate to the Company.

For this purpose, diversity shall be considered from a number of aspects including, but not limited to, educational & cultural background, nature of professional, administrative & industry experience, skills, knowledge, and gender representation;

- (c) for appointment as a Director on the Board, no person shall be discriminated based, inter alia, on the grounds of age, gender, gender identity, marital status, caste, race, colour, religion, ethnicity, sexual orientation, or any other personal or physical traits;
- (d) gender is a significant contributor to diversity of perspectives. Inclusion of women with the right skills and experience offers the opportunity to enrich the quality of discourse in the Boardroom.



General

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail.

This Policy will be reviewed by the Committee as and when deemed necessary.
