



Gati Ltd

CIN: L63011TG1995PLC020121

Regd. Office: Survey No. 13(P),4th Floor, Western Pearl, Kondapur,
Hyderabad- 500 084, Telangana

Website: www.Gati.com

Phone: +91 040 71204000

Board Diversity Policy



Preamble

Gati Ltd (hereinafter referred as “GATI” or “Company”) acknowledges the value and necessity of having a diverse Board of Directors (hereinafter “BOD” or “Board”) to improve the quality of its operations. BOD are the pillars of the Company’s corporate governance structure and help in effective decision making for the long-term value creation. Accordingly, the Board of Directors of the Company have adopted the Policy at their meeting held on _____. The Policy has come into force on even date of the Board meeting.

Purpose

With the objective to promote diversity and inclusion across all levels within the organization, starting with the Board of Directors the Nomination & Remuneration Committee (hereinafter referred as “NRC” or “Committee”) has devised the Board Diversity Policy.

The policy has been developed in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended till date).

Applicability

The policy is applicable to the Board of Directors of the Company.

Policy Statement

The Company envisages to have a diverse and inclusive Board with a suitable blend of functional and industry expertise. The policy will serve as a guiding framework to achieve diversity and inclusion in the Board.

The Board of Director to have diverse mixture of skills, industry knowledge, experience, age, tenure, gender, and diversity of thought. A diverse board will have varied opinions, perspectives and insights that will aid in decision making, drive business growth and enhance the reputation of the Company.

The appointment of Directors to follow no discrimination on the grounds of age, gender, sex, race, ethnicity, nationality, physical attributes, disability, marital status, pregnancy, childbirth, and related conditions.

In the process of attaining a diverse Board based on the aforementioned norms, the following should also be assessed.

- a) The total number of directors shall be in accordance with the Articles of Association.



- b) The Board should have an optimum number of executive and nonexecutive directors and not less than 50% of the Board should consists of the non- executive directors and shall have at least one (1) woman director on the Board subject to the applicable laws.
- c) When the chairperson of the Board is a non-executive director, at least one third of the Board shall comprise of independent directors and when the Company does not have a regular non-executive chairperson, or when the regular non-executive chairperson is a promoter or related to any promoter or person occupying management position at the Board level or at one level below the Board, at least half of the Board shall comprise of independent directors.
- d) While appointing the independent directors, care should be taken as to independence of the proposed appointee.
- e) Directorships in other Companies may also be taken in account while determining the candidature of a person.
- f) The overall composition of the Board should comply with the provisions of the Articles of Association, the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

Stakeholder diversity

Subject to the provisions of Section 151 of the Companies Act 2013, the Company may, upon notice of not less than 1,000 shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders.

For the purpose of aforesaid clause “Small shareholders” means a shareholder holding shares of nominal value of not more than twenty thousand rupees or such sum as may be prescribed under the Companies Act 2013.

Role of Nomination & Remuneration Committee

The NRC is responsible for reviewing and recommending the appointment of new Directors.

The Committee to have a transparent nomination process and while recommending the Directors it shall consider various factors but not limited to gender, race or ethnicity, nationality, age, professional experience, skillset, tenure, and industry knowledge.

The Committee to ensure that the Board shall have required number of executives, non-executive and independent directors including women directors in accordance with the requirements of the Listing Regulations, as well consider the requirements of other applicable laws, rules, regulations, and acts if any.

Responsibility and Review



The Committee shall be responsible to review the policy periodically or on time-to-time basis and submit it to the Board for consideration and approval.

Disclosure

The Policy is disclosed on the website and can be accessible under Corporate Policies tab of Investor Relations section. The composition of the Board is disclosed on the website of the Company and forms a part of the Corporate Governance Report section of the Company's Annual Report.

Version	Effective Date	Description of changes
Version 1.0	(date)	Adoption of Policy on March 31, 2023 by the Board through a Resolution passed by Circulation.