



---

## BOARD DIVERSITY POLICY

---

---

**RAJ TELEVISION NETWORK LIMITED**

**Registered Office:** 32, Poes Road, Second Street, Teynampet, Chennai – 600018

**CIN:** L92490TN1994PLC027709 | **Website:** [www.rajtvnet.in](http://www.rajtvnet.in) | **Email:** [rajtv@rajtvnet.in](mailto:rajtv@rajtvnet.in) | **Tel:** (044) 2435- 1307/1898/2926

## 1. PREFACE

This Board Diversity Policy ("Policy") sets out the approach to diversity on the Board of Directors ("Board") of Raj Television Network Limited ("Raj TV").

## 2. TERMS AND DEFINITIONS

A. In this Policy unless the context otherwise requires:

**"Act"** means the Companies Act, 2013 including all rules, amendments, modifications, and clarifications as notified thereunder.

**"SEBI (LODR) Regulations, 2015"** mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**"Board of Directors" or "Board"**, in relation to the Company, means the collective body of the directors of the Company.

**"Committee"** means Nomination and Remuneration Committee of the Company, as constituted or reconstituted by the Board.

**"Director"** means a Director appointed to the Board of the Company.

**"Independent Director"** shall imply a director as contemplated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

**"Non-Executive Directors"** includes Independent Directors.

B. Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act or the SEBI (LODR) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

## 3. SCOPE

This Policy applies only to the Board of Directors of the Company. It does not apply to the employees of the Company.

## 4. POLICY STATEMENT

The Company understands the importance of diversity and values the benefits that diversity can bring to its Board. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group thinking and ensures that the Company has the opportunity to benefit from all available talent. The promotion of a diverse Board enables application of prudent business sense and facilitates for better corporate governance and sustainable growth.

The Nomination and Remuneration Committee is responsible for reviewing and accessing the composition and performance of the Board, as well as identifying appropriate qualified persons to occupy Board Positions.

While the appointment on the Board will continue to be made on merit, the Committee shall consider the benefits of diversity (including but not limited to knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender) in identifying and recommending persons to the Board memberships.

The Committee shall:

- i. Determine the appropriate mix of diversity, skill, experience required on the Board and the extent to which the required skills are represented on the Board;
- ii. Make recommendations to the Board in relation to the appointments, and maintain an appropriate mix of diversity, skill experience and expertise on the Board;
- iii. Ensure that the Board of Directors have an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors as per the Act and the SEBI (LODR), Regulations, 2015;

- iv. Ensure that no person is discriminated against on the grounds of religion, race, gender, national origin or ancestry, material status, age, sexual orientation, or any other personal and physical attribute which does not impact such person's ability to perform as Board Member; and
- v. Periodically review and report to the Board, the requirements, if any, in relation to diversity on the Board.

The Committee shall consider the following skills, amongst others, for every Director to be appointed on the Board:

- i. Technology & Marketing Expertise;
- ii. Innovation Expertise;
- iii. Knowledge of the Industry & Business Operations;
- iv. Investor Perspective;
- v. Global View of the business;
- vi. Sales & Delivery;
- vii. Risk Management; and
- viii. Environmental, Social and Governance Expertise.

Each of the Directors should have expertise in one or more of the aforementioned areas to ensure an optimum composition leading to a well governed and professionally managed Board. All appointments shall be made on merit.

Along with the above, the Directors shall have some of the following attributes:

- i. Governance Expertise;
- ii. Financial/Legal Literacy;
- iii. Experience of running an organization on Executive Level;
- iv. Diversity in Operations – local and global;
- v. Direct connect with fast changing technical sphere;
- vi. Professional competency in their respective field; and
- vii. Suitable age bracket.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board is adequately diverse. To this end, Raj TV shall continue to provide sufficient information to shareholders about the size, qualifications and expertise of each Board member, in accordance with the relevant laws.

## **5. LIMITATIONS, REVIEW AND AMENDMENT**

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment/ modification to the applicable law shall automatically apply to this Policy.

The Committee shall review the Policy from time to time and recommend appropriate modifications, as may be necessary, to the Board of Directors for approval.

**\*\*\*\*\***