



HEC INFRA PROJECTS LIMITED

Policy on Board Diversity

[Pursuant to Regulation 19 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Registered Office:

Sigma 1 Corporates, Corporate House No. 6,
Sindhu Bhavan Road, Nr. Mann Part Plot Cross Road,
Bodakdev, Ahmedabad-380054

Background:

In accordance with the Regulation 19(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors ('the 'Board').

Objective:

The objective of this policy is to recognize and embrace the benefits of having a diverse Board which possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company. The Board of Diversity Policy sets out the approach to diversity on the Board of Directors' of HEC Infra Projects Limited. The Company recognizes and squeezes the benefits of having a diverse Board to enhance the quality of its performance.

Effective Date:

This Policy has been adopted by the Board of Directors of HEC Infra Projects Limited ('the Company') at its Meeting held on 28th March, 2018.

Policy Statement:

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced development. For appointments of persons to office of directors and deciding composition of the Board, the Nomination and Remuneration Committee (NRC Committee) and the Board shall also have due regard to this policy on Board diversity. In this process the NRC Committee /Board will take into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal and contractual requirements of the Company.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

Review of Policy:

The Remuneration and Nomination Committee will review the Policy, from time to time, to ensure the effectiveness of the Policy. The Remuneration and Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Disclosure of the Policy:

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of Listing Regulations and Companies Act 2013.