

VENUS PIPES & TUBES LIMITED

BOARD DIVERSITY POLICY

[Pursuant to Regulations 19(4) read with Schedule II, Part D of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

VENUS PIPES & TUBES LIMITED
BOARD DIVERSITY POLICY

1. PURPOSE

1.1. As per the requirements under the Regulations 19(4) read with Schedule II, Part D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”) and such other applicable regulatory provisions, the nomination and remuneration committee (the “**NRC**”) of Venus Pipes & Tubes Limited (“**VENUS**” or “**Company**”) is required to devise a policy for having diversity on the board of directors of the Company (the “**Board**”). The Board diversity policy (the “**Policy**”) sets out a framework to achieve adequate diversity on the Board.

2. INTRODUCTION

2.1. Board diversity is vital to handle various factors such as globalisation of business, rapid deployment of technology, greater social responsibility, ever rising emphasis on corporate governance, enhanced need for risk management, etc. so as to facilitate effective management of the business of VENUS and to keep pace with changing dynamics of the business environment.

2.2. Board diversity is the breadth of prospective, not the mere inclusion of various diverse traits that will benefit the organization. VENUS believes that a diverse Board will enhance the quality of decisions made by the Board by utilising the different skills, qualification, experience, knowledge, etc. of the Board necessary for achieving sustainable and balanced development.

3. SCOPE OF APPLICATION

3.1. The Policy applies only to the members of the Board and not to the employees of the Company.

4. EFFECTIVE DATE

4.1. The Policy shall be effective from the date of approval by the Board, unless specified otherwise.

5. POLICY STATEMENT

5.1. The Companies Act, 2013, as amended and the rules made there under (the “**Companies Act**”) read with the SEBI LODR Regulations, requires the Board and the NRC to formulate a policy on diversity of the Board of Directors.

5.2. The Company presently has its registered office in Kachchh, Gujarat, India. Its regional and branch offices are located within India. Hence, it recognizes and embraces the benefits of having a diverse Board and seeks increasing diversity at the Board level as an essential element in maintaining competitive advantage. It is recognised that the Board

comprising of appropriate qualified people with a broad range of experience relevant to the business is important to the effective corporate governance and sustained commercial success of VENUS.

5.3. A truly diverse Board will include and make good use of the differences in skills and industry experience, background and other distinctions between directors.

5.4. 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 shall have an optimum number of executive and non-executive directors and not less than 50% of the Board shall consist of non-executive directors and shall have at least one woman director 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.

For the purpose of this clause, the expression “related to any promoter” shall mean its directors other than the Independent Directors, its employees or its nominees shall be deemed to be related to it;

- 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 into 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, the SEBI LODR Regulations and the statutory, regulatory and contractual obligations of VENUS .
- g. For the purpose of the Policy, “**Independent Director**” means an Independent Director as defined in Regulation 16 (b) of the SEBI LODR Regulations.

6. STAKEHOLDER DIVERSITY

6.1. Subject to the provisions of Section 151 of the Companies Act, 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.

7. MEASURABLE OBJECTIVES

7.1. Ensure the board’s composition considers the balance of skills, experience, knowledge,

perspectives, independence and characteristics in alignment with the strategic needs of VENUS and the environment in which it operates.

- 7.2. Identify suitable candidates for appointment to the Board considering candidates on merit against an objective criteria, and with due regard for the benefits of diversity on the team.

8. MONITORING AND REPORTING

- 8.1. The Policy, as described herein and as applicable, shall also be disclosed in VENUS's annual report. The Policy shall also be disclosed on the website of VENUS for public information.

9. DISCLOSURE OF THE POLICY

- 9.1. The Policy will be posted on the Company's website. The necessary disclosure about the Policy will also be made as per requirements of SEBI LODR Regulations and Companies Act.

10. REVIEW OF THE POLICY

- 10.1. The Company will review the Policy annually, which will include an assessment of the effectiveness of the Policy. In reviewing the Board composition, the company will consider the benefits of all aspects of diversity, including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
