



**ODIGMA CONSULTANCY SOLUTIONS LIMITED**  
**[CIN: U72900GJ2011PLC131548]**

**POLICY ON BOARD DIVERSITY**  
**(w.e.f. August 31, 2024)**

### **1.LEGAL FRAMEWORK:**

As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee (“NRC”) of the Company has to devise Policy on Board Diversity.

### **2. PURPOSE:**

This Board Diversity Policy (“Policy”) sets out the approach to diversity on the Board of Directors (“Board”) of Odigma Consultancy Solutions Limited (“Company”).

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company’s business perspective.

### **3. SCOPE:**

This Policy applies to the composition of the Board only. It does not apply to employees generally.

### **4. VISION:**

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

### **5. 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 growth of the Company. At the time of appointments of person as a Board Member, NRC and the Board of Directors shall consider this Policy.

The Company also believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision making capability;
- enhance sustainable development; and
- enhance the reputation of the Company

The strength of the Directors on the Board shall be in compliance with the provisions of 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. The composition of the Board shall be in compliance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, Rules made thereunder and

Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Further, the Committee will ensure that no person is discriminated against the grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation or any other personal or physical attributes which does not speak to such person's ability to perform as a Board Member.

#### **6. REVIEW OF POLICY:**

The Committee will review the Policy from time to time and make recommendations on any requisite change to Board for consideration and approval.

#### **7. DISCLOSURE OF THE POLICY:**

The necessary disclosure about the Policy will be made as per requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013.

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