

JUBILANT FOODWORKS LIMITED

POLICY ON BOARD DIVERSITY

PURPOSE

This Policy aims to achieve diversity in the Board of Directors of the Company (“the Board”) and shall be called “Policy on Board Diversity”. The policy is framed by Nomination, Remuneration and Compensation Committee (“NRC”) in compliance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges (“Listing Agreement”).

APPROACH

In designing the Board’s composition, Board diversity shall be considered from a number of aspects, including but not limited to gender, cultural and educational background, community, nationality, geographical location, professional experience and skills. All Board appointments will be based on meritocracy and candidates shall be considered against objective criteria, having due regard to diversity of the Board.

As far as practicable and subject to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board shall have:

- at least one Woman Director;
- at least one person with expertise in finance /accounting/banking;
- at least one person with senior level managerial experience.

The NRC may consider the above factors while recommending to the Board a new person for appointment as Director. While aiming at diversity, all the appointments to the Board will be based on merit with respect to the skill, experience, independence, knowledge and expertise.

REVIEW / AMENDMENT

Based on the recommendation of the NRC, the Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the Companies Act, 2013, Listing Agreement and/or any other applicable law or regulation.

The Policy on Board diversity has been approved by the Board on 30th December 2014, on recommendation of the Nomination, Remuneration and Compensation Committee. It shall be effective from 30th December 2014.

Version	1.0
Recommended By	Nomination, Remuneration & Compensation Committee on 8 th December 2014
Approved By	Board of Directors on 30 th December, 2014
Effective Date	30 th December 2014