

LEAPFROG ENGINEERING SERVICES LIMITED

POLICY ON BOARD DIVERSITY



Policy Information:

Policy reference number	Policy Owner	Policy Approver	Creation date
CS/BD/V0	Company Secretary	Board of Directors	_7 th June, 2024



1. Introduction:

This Policy on Board Diversity has been formulated by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and Listing Obligations and Disclosure Regulations, 2015 to ensure that the Board of Directors is diversified and comprise of an ideal combination of executive and non-executive directors, including independent directors, with diverse backgrounds.

2. Effective Date:

This Policy is effective from 7th day of June, 2024.

3. Objective:

This Policy sets out the approach to diversity on the Board of Directors of the Company.

The Company believes that a diverse Board of Directors will contribute to the achievement of its strategic and commercial objectives and which shall:

- a. drive business results;
- b. make corporate governance more effective;
- c. ensure sustainable development; and

The Nomination and Remuneration Committee (NRC) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Policy aims to ensure a fair, transparent and non-discriminatory nomination process to the Board.

4. Applicability:

The Policy applies to the Board.

5. Definitions:

5.1 “**Board**” means the Board of Directors of Leapfrog Engineering Services Limited.

5.2 “**CA 2013**” or “**Act**” means the Companies Act, 2013 and rules made thereunder, as amended from time to time.

5.3 “**Company**” or “**Leapfrog**” or “**Leapfrog Engineering Services Limited**”

5.4 “**Committee**” means the Nomination and Remuneration Committee of the Board of the Company.

5.5 “**Directors**” shall mean the members of the Board of Directors including the Independent Directors.

5.6 “**LODR 2015**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5.7 “**Policy**” means this Policy on Board Diversity as amended and approved by the Board from time to time.



Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the CA 2013 or LODR 2015 or any other applicable law or guidelines.

6. Policy Statement:

The Company recognises the benefits of having a diverse Board and adopts diversity at Board level as one of the pre-requisites for maintaining a competitive advantage. The Company believes that diverse Board will include and make good use of diverse skills, industry experience, knowledge, background, nationality, gender, age and other distinctions between Directors. The above aspects will be considered in determining the optimum composition of the Board and effort will be made to balance appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

- a. In reviewing Board composition, the Committee 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.
- b. In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit with due regard for the benefits of diversity on the Board.
- c. As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of the Company on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.
- d. The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of Independent Directors, each of which shall be at least in accordance with the requirements of the Articles of Association of the Company, the CA 2013, LODR 2015 and other statutory / regulatory requirements and also factor in the strategic and business needs of the Company.
- e. The Committee while making its recommendation for Board appointments, shall be guided by the aforesaid objectives and give due weightage to multiple factors such as general understanding of the business, education, professional background, and personal achievements. The Committee shall ensure that the candidates for Board membership should be persons of high ethical standards and integrity.
- f. The Committee shall ensure that in making its recommendation it shall not discriminate, directly or indirectly, on grounds of race, religion, ethnicity, cultural background, country of origin, nationality, marital status, childbirth, gender, age, sexual orientation, disability or other physical other personal or physical attribute which does not hinder a person's ability to function as a Board member.
- g. The Committee will facilitate education and training to all Board members to help them better understand how unconscious bias, double standards and impression-based hiring practices impede a 'truly' merit-based process.
- h. When recruiting new Directors, the Board will use external help when considered necessary to ensure the Company's diversity objectives are achieved.



- i. If using a search firm, the Committee will direct the firm to deliver a gender-balanced slate of 'equally qualified' potential candidates.

7. Measurable Objectives:

The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

8. Monitoring and Reporting:

The Committee will report annually, in the corporate governance section of the Annual Report, on the process it has used in relation to Board appointments. Such report will include a summary of this Policy, the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

9. Disclosure on Website:

This Policy will be uploaded on the website of the Company.

10. Review and Amendment:

The Board may at any time, on the recommendation of the Committee, amend this Policy either pursuant to any change in law or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail over the provisions in this Policy.

11. Control Sheet:

This section is the control sheet of all the changes that have been carried out in the Policy and shall list the changes done since inception.

Change in version no.	Page no.	Section no.	Erstwhile section	New/Modified section	Reason for change

For Leapfrog Engineering Services Limited

[Signature]
Managing Director

