

RSB RETAIL INDIA LIMITED
(Formerly known as R S Brothers Retail India
Limited)

POLICY ON BOARD DIVERSITY

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1. Introduction:

The Board Diversity Policy (“**Policy**”) has been devised by the Nomination and Remuneration Committee (“**Committee**”) of RSB Retail India Limited (“**RCML**” or “**Company**”), in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations or LODR**”). It has been considered and approved by the Board of Directors (“**Board**”) of the Company.

The Policy outlines the Company’s intent to have an optimal mix of Board members from different backgrounds, to leverage their expertise and opinions on important aspects and enable long-term sustainable growth of the Company.

2. Definitions:

- a. “**Act**” shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and amended from time to time.
- b. “**Board of Directors**” or “**Board**” shall mean the Board of Directors of the Company.
- c. “**Nomination and Remuneration Committee / Committee**” means the Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act read with Regulation 19 of LODR.

3. Policy:

An effective Board, through its expert members with diverse skill sets and backgrounds, helps the Company achieve its vision and mission through:

- Enhancing the decision-making process, thereby enabling optimum utilization of time and facilitating structured outcomes.
- Effectively channelizing the inputs and opinions of the Board members, to arrive at viable solutions for the business challenges and setting strategic outcomes.
- Enabling self-development for Board members in terms of gaining from varied skill sets, with the aid of shared expertise of members.
- Ensuring compliance of the highest standards of Ethics and Corporate Governance.

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Appointments of the distinguished members of the Board will be done post an in-depth assessment of the business requirements, where the skill set of the members from diverse backgrounds will serve the purpose of this Policy. In this regard the Committee will play a pivotal role.

Composition of the Board

- a.** The Board shall have optimum combination of Executive and Non-Executive Directors and at least 50% of the Board shall comprise of Non-Executive Directors.
- b.** At least half of the Board should comprise of Independent Directors, where the Chairman of the Board is an Executive Director and at least one third of the Board should comprise of Independent Directors, where the Chairman of the Board is a Non-Executive Director.
- c.** At least half of the Board of the Company shall consist of Independent Directors where the regular Non-Executive Chairman is a promoter or is related to any promoter or person occupying management positions at the level of Board or at one level below the Board as required under Regulation 17 of the Listing Regulations.
- d.** An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but can be appointed as Independent Director for second term of five consecutive years with the prior approval of Shareholders obtained by way of Special Resolution.
- e.** No Independent Director shall hold office for more than two (02) consecutive terms, but such Independent Director shall be eligible for appointment as an Independent Director after the expiration of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- f.** For the purpose of this policy Independent Director means the Independent Director as defined in Regulation 16 (b) of the SEBI LODR Regulations.
- g.** Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one Woman Director.

Experience and Expertise

- a.** The Board shall have an optimum combination of Directors having experience in various fields. Appointment of directors to the Board of the Company should be based on the

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specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.

- b.** Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.
- c.** While appointing Independent Directors, care should be taken as to the independence of the proposed appointee.

4. Responsibility of Committee:

With regard to this policy, the Committee of the Board shall be responsible for:

- Assessing composition of the Board and scouting for prospective members based on relevant qualification background and expertise.
- Identifying diversity requirements on the Board in terms of skill-set and expertise, by analysing the nature of future undertakings and projects.
- Ensuring that the Board member selection process is structured and bias-free.

The Committee shall ensure that no individual is discriminated on the basis of religion, race, gender, medical conditions, national origin or ancestry, marital status or any other personal or physical attribute, which is not indicative of an individual's ability to duly perform as a Board member.

Accordingly, the Committee shall:

- Arrive at an optimal mix of diversity, expertise, skill set and background, and assess the representation of the varied skills on the Board.
- Ensure appropriate mix of non-independent and independent directors meeting the criteria set out in Act and LODR.
- Review recommendations of the Board with respect to diversity and implement those to attain the objectives of the policy.

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- Make recommendations to the Board for appointment of members based on an optimal mix of diversity, skills, experience and expertise.

The size of the Board in terms of number of members and composition with respect to executive, non-executive and independent directors, shall be reviewed by the Board in accordance with the Company's Articles of Association, Act, LODR and any other applicable laws, rules and regulations.

5. Reporting and Review:

The policy and associated disclosures shall be made in accordance with the Act, LODR and any other applicable laws, rules and regulations.

Periodic review of the policy will be under the purview of the Committee. This review will include discussion on the efficacy of the policy and approval of any inclusions / modifications suggested, not restricted to any other material topic associated with the policy. The Committee will recommend any suggested changes to the Board, for its review.

6. Version History

Version	Date of approval of Nomination and Remuneration Committee and Board of Directors
1.0	March 19, 2025