



RATNADEEP RETAIL LIMITED

POLICY TO PROMOTE DIVERSITY ON THE BOARD OF DIRECTORS

Name	Policy To Promote Diversity on the Board of Directors
Approval Date	20th June, 2026
Review Frequency	As and when required pursuant to changes in Applicable Laws
Version	Version 1.0



POLICY TO PROMOTE DIVERSITY ON THE BOARD OF DIRECTORS

TITLE

This policy shall be called the 'Policy to Promote Diversity on the Board of Directors' ("**Board Diversity Policy**").

OBJECTIVE

The objective of this Policy is to promote diversity in the composition of the Board of Directors of the Company. The Company shall endeavour to maintain an appropriate mix of Directors possessing expertise in areas such as retail operations, finance, accounting, legal and regulatory affairs, risk management, information technology, sustainability, human resources, strategy and corporate governance and while ensuring an appropriate balance of skills, experience, independence, knowledge and diversity across various dimensions, including gender, age, professional background and cultural perspective, to meet the business and governance needs of the Company.

Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Nomination and Remuneration Committee of the board of directors of Ratnadeep Retail Limited is required to devise a policy on diversity of the board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.

The Board Diversity Policy is framed to aid balanced decision-making by the Board, with the ability to propose, evaluate and implement effective management solutions by leveraging the unique individual experiences of directors to further the strategic and commercial goals of the Company.

DEFINITIONS

For this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

- a) "**Board**"/ "**Director(s)**" means the board of directors of the Company
- b) "**Board Diversity Policy**"/ "**Policy**" means this Policy to Promote Diversity on the Board of Directors, as amended from time to time
- c) "**Committee**"/ "**NRC**" means the Nomination and Remuneration Committee of the Board
- d) "**Company**" means Ratnadeep Retail Limited
- e) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended

- f) “**Director**” means a member of the Board and
- g) “**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

BOARD DIVERSITY

The NRC shall consider the Board Diversity Policy, along with the Nomination and Remuneration Policy, in assessing the Board composition and making recommendation(s) to the Board for appointment of Director(s).

The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent and women director(s) in accordance with requirements of the Companies Act, SEBI Listing Regulations, the articles of association of the Company and other statutory, regulatory and contractual obligations of the Company.

The Company recognises the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality, encourage responsible decision-making, ensure sustainable development and enhance the reputation of the Company.

The Committee shall review the profile of the prospective candidates for appointment as Director(s) on the Board, taking into consideration knowledge, skills, experience, financial literacy/expertise, global market awareness, diversity and other relevant factors required on the Board to maintain a high level of ethical standards. The Committee and Board shall ensure fairness, transparency and non-discrimination in the selection, appointment, remuneration, recruitment and promotion of Directors.

The Committee shall review the Board composition annually and assess the effectiveness of the Policy in promoting diversity. The Committee shall recommend to the Board any changes required to ensure continued compliance with applicable laws and evolving governance standards.

AMENDMENTS

Amendment, modification or revision to this Policy shall be recommended by the Committee and approved by the Board, subject to applicable law, subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable laws. In the event of any conflict between the provisions of this Policy and any applicable law, such applicable law in force shall prevail over this Policy.

DISCLOSURES

This Policy shall be hosted on the website of the Company in accordance with applicable laws. A web-link to this Policy shall be provided in the Annual Report of the Company, wherever required.

The Company shall make appropriate disclosures regarding the composition of the Board, including the skills, expertise and qualifications of its Directors, as required under applicable laws.

The Policy shall be made available to shareholders and other stakeholders through the Company's website and other means of communication, as may be required.

EFFECTIVE DATE

The Board Diversity Policy shall come into effect on 20th June, 2026.
