

BOARD DIVERSITY POLICY

AMAGI MEDIA LABS LIMITED

BOARD DIVERSITY POLICY

[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 and the Companies Act, 2013]

1. TITLE

This policy shall be called the 'Board Diversity Policy'. (**"Policy"**).

2. APPLICABILITY

This Policy shall come into force from the date of listing of equity shares of the company on the stock exchanges.

3. OBJECTIVE

Amagi Media Labs Limited (the **"Company"**) is committed to a transparent Board nomination process with a focus on diversity of thoughts, varied experience, industry knowledge, broader perspective, integrity and gender representation.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options and help improve the performance of the organization significantly. A diversified Board not only enhances Board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Company's stated goals and strategic objectives.

4. DEFINITIONS

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

- a) **"Board"** means the Board of Directors of the Company;
- b) **"Committee"** means the Nomination and Remuneration Committee of the Board;
- c) **"Companies Act"** means the Companies Act, 2013, read with the rules thereunder, as amended;
- d) **"Company"** means Amagi Media Labs Limited;
- e) **"Director"** means a member of the Board; and
- f) **"SEBI Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Words and expressions used and not defined in this 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.

5. POLICY STATEMENT

The Company recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A mix of Executive, Independent and other Non-Executive Directors is one important facet of diverse attributes that the Company desires. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments shall be made on merit having regard to this policy.

6. DISCLOSURES

The necessary disclosure about the policy, if any, will also be made as per requirements of SEBI Listing Regulations and the Companies Act.

7. REVIEW AND AMENDMENT

The Policy shall be periodically reviewed by the Committee and the Board to assess its effectiveness. The Committee will discuss any revision and further recommend such revision to the Board for their approval. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

8. RESPONSIBILITY

The Chief People Officer is responsible for administration and compliance of this policy.

Version history

S. No.	Version	Approved by	Effective Date	Amendment Summary
1.	I	Board	From the date of listing of Equity shares with the stock exchanges	Policy drafted and approved

Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 st Board Meeting of every Financial Year	Nomination and Remuneration Committee