



## **Board Diversity Policy**

**GMR Airports Limited  
(Formerly GMR Airports Infrastructure Limited)**

## **BOARD DIVERSITY POLICY**

### **1. PURPOSE**

This Board Diversity Policy ('Policy') sets out the approach to diversity on the Board of Directors ('Board') of GMR Airports Limited (Formerly GMR Airports Infrastructure Limited) ('GAL').

### **2. SCOPE**

This Policy applies to the diversity at the Board level.

### **3. POLICY STATEMENT**

GAL recognizes and embraces the importance of a diverse Board in its success and believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, mergers & acquisition, strategy, sales and marketing, environment, social & governance ("ESG"), risk and other domains, which will ensure that the Company retains its competitive advantage.

GAL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision making capability;
- ensure sustainable development; and
- enhance the reputation of the Company.

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

### **4. Objectives of the Policy**

The Objectives of the Policy include:

- I. Board to drive diversity and have an appropriate blend of functional and industry expertise;
- II. While recommending the appointment of a director to, inter alia, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board;
- III. To help the Company build a better Board that can draw upon a wide range of perspectives, expertise, knowledge and experience;
- IV. To achieve an optimum and balanced Board, with a wide range of attributes;

- V. To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations; and
- VI. To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors.

## **5. Policy Implementation**

The Committee, under Nomination and Remuneration Policy, is authorised to select potential candidates for appointment as Directors to the Board. While selecting potential candidates, the Committee would consider the following:

- assess appropriate mix of diversity, ensure that the candidates have the highest levels of personal and professional ethics and integrity, appropriate skills, knowledge, experience and expertise in one or more fields of business including finance, accounting, management, sales, marketing, administration, research, corporate governance, technical operations, law or any other discipline related to the business of the Company.
- consider the qualifications and skill sets of the existing Non-Executive Directors, to ensure an overall diversity in the skill sets of Board as a whole, keeping in mind the current business operations, future growth, diversification plans and also the need to fill in the competency gaps, if any.
- look at not only the requisite qualifications and skill sets of the candidates but also of the members of the existing Board keeping in mind the business objectives.

## **6. Review and Amendment**

- This policy shall be subject to review by the Board of Directors as may be deemed necessary and to comply with any regulatory amendments or statutory modifications, preferably once every three years.
- The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.
- 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 notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc. and shall be deemed to be part of this policy.