

TECHNOPAINTS AND CHEMICALS LIMITED ("The Company")

POLICY FOR BOARD DIVERSITY

(Effective from 30.08.2026 approved by Board of Director on 29.08.2026)

1. INTRODUCTION

This Policy on Board Diversity (the "**Policy**") for the Board of Directors of the Company has been formulated by the Nomination and Remuneration Committee ("**NRC**") in accordance with Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

2. DEFINITIONS

"**Board**" means the board of directors of the Company;

"**Board Diversity Policy**" means this policy, as amended from time to time;

"**Committee**" means the nomination and remuneration committee of the Board;

"**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended;

"**Company**" means **Technopaints and Chemicals Limited**

"**Director**" means a member of the Board; and

"**SEBI Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

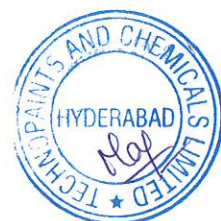
Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996,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

3. PURPOSE

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various members of the Board in such a way that it collectively benefits the business and the Company as a whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the management consistent with the Company's business perspective.

4. APPLICABILITY

As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI Listing Regulations, the NRC of the Company has to devise Policy on board diversity. The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.



5. POLICY STATEMENT

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Company 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 Policy shall conform to the following two principles for achieving diversity on the Board:

- (i) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- (ii) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- (i) Gender: The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Company shall at all times have at least one woman director on the Board. Any intermittent vacancy of a woman director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later.
- (ii) Ethnicity: The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business.
- (iii) Educational qualification: The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, operations of the company's businesses and other disciplines related to the company's businesses.

6. STAKEHOLDER DIVERSITY

Subject to the provisions of Section 151 of the Companies Act, the Company may, upon notice of not less than 1,000 shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders.

7. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The NRC, *inter alia*, is responsible for reviewing and assessing the appropriate mix of diversity, skills, experience and expertise required for the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold directorship in the Company and assessing the extent to which the required skills are represented on the Board.

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.

8. REVIEW OF THE POLICY

The NRC shall review the Policy from time to time, to ensure the effectiveness of the Policy. The NRC shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

9. INTERPRETATION

Any words used in this Policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Act or Rules made thereunder. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to NRC and the decision of NRC in such a case shall be final.

10. DISCLOSURE OF THE POLICY

The necessary disclosure, if any, about the Policy will also be made as per the requirements of SEBI Listing Regulations and other applicable laws.

