

BOARD DIVERSITY POLICY

PURPOSE

As per Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee has framed a policy on Board Diversity.

DEFINITIONS

“**Nomination and Remuneration Committee**” or “**Committee**” means the Committee of the Board constituted/re-constituted under the provisions of Regulation 19(1) of the of the Listing Regulations read with Section 178 of the Companies Act, 2013 as in force from time to time.

“**Board of Directors**” or “**Board**” means the Board of Directors of Orchid Securities Limited, as constituted/re-constituted from time to time.

“**Company**” means Orchid Securities Limited.

“**Policy**” or “this Policy” means Board Diversity Policy.

VISION

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance. A Board composed of appropriately qualified and skilled people with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of a company. Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively.

REVIEW OF THE POLICY

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

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee (‘Committee’) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors also considering the provisions of Companies Act, 2013 and rules framed there under. The Committee also oversees the conduct of the annual review of Board effectiveness.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

DISCLOSURE OF THE POLICY

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013.
