

Ashok Leyland Limited

Board Diversity Policy

Ashok Leyland Limited recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board diversity policy aims to set out this approach to achieve diversity of the Board of Directors of the company.

Table of Contents

Relevant Business Principle	
Purpose	
Scope.....	
Policy Statement	
Policy Implementation.....	
Measurable Objectives	
Monitoring and Reporting	

Relevant Business Principle

Ashok Leyland Limited is committed to the highest standards of Corporate Governance and considers a diverse board an essential part of good Governance

Purpose

The Board Diversity Policy sets out the approach to diversity of Board of Directors of Ashok Leyland Limited

Scope

The policy applies to the Board of Directors only. It does not apply to diversity in relation to employees of Ashok Leyland Limited, which will be covered by a separate charter.

Policy Statement

- Increasing diversity within Ashok Leyland Limited Board is a business imperative, and an essential element in supporting:
 - Achievement of strategic objectives and business outcomes
 - Acquiring and maintaining sustainable competitive advantage
 - Attracting best global talent as board members.
 - Enhancing its reputation among peers, stakeholders and community at large.
- The company aims to have a truly diverse Board that will include and make good use of following difference among directors:
 - Skills,
 - Industry experience and background/area of specialization.
 - Gender
 - Educational background and other distinctions.
- While appointing directors, above differences will be considered in achieving optimum balance in Board composition.
- While aiming diversity, all the Board appointments will be based on merit with respect to skill, experience, independence and knowledge, expertise and at least one Independent Director stationed locally to help the Board in achieving effectiveness.

Policy Implementation

The **Nomination and Remuneration Committee** (hereafter referred to as NRC or Committee) of the board, as per its Charter, is responsible for identifying, assessing and recommending appointment of directors to the board.

This committee will also be responsible for implementation of diversity policy on behalf of the Board.

- In reviewing the Board composition, the committee will consider the benefits of all aspects of diversity including but not limited to those described above to help in effective discharge of its responsibility.
- While identifying candidates for Board appointment the ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

Measurable Objectives

The Nomination and Remuneration Committee will be responsible for developing measurable objectives for achieving diversity from time to time.

Monitoring and Reporting

The NRC will also be responsible for Monitoring and reporting the implementation of Board Diversity policy. As a part of this responsibility, the committee will review and report annually:

- The Board's composition under diversified perspective and in compliance with the prevailing statutes
- Initiatives undertaken to achieve Board diversity and
- Progress in meeting measurable objectives.

The Board will conduct an annual assessment of state of diversity and achievement of measurable objectives.

Review of the Policy

The Nomination and Remuneration Committee will review this policy regularly, which will include an assessment of effectiveness of the policy. It will also ensure compliance under the SEBI listing requirements and Companies Act, 2013. The Committee will also discuss any revisions that may be required and recommend the required revisions for Board's consideration and approval.

Process Owner: Chairman of the Board on behalf of Nomination and Remuneration Committee

Information and single point of contact: Company secretary.

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