

POLICY ON DIVERSITY OF BOARD
SWARAJ GREEN POWER AND FUEL LIMITED

A. BACKGROUND

In terms of Regulation 19 (4), Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Nomination & Remuneration Committee of Board (NRC) is required to formulate and adopt a Policy on Board Diversity and recommend the same to Board of Directors of the Company for their approval.

B. PREAMBLE

This Policy sets out the approach the Company should adopt whilst ensuring Board diversity and to enhance its effectiveness whilst discharging its fiduciary obligations toward the shareholders of the Company.

A truly diverse Board should be able to make good use of diversity in skills, regional and industry experience, expertise, educational background, language and other traits of each Director. These diversities should be considered whilst determining the composition of the Board and balanced appropriately.

The Company shall also consider the principles relating to fit and proper person and other norms as may be prescribed by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) under applicable laws, while determining the composition of its Board.

Accordingly, the Board on May 24, 2025 has adopted the Policy on Diversity of the Board ("**Policy**") which aims to set out the approach, to achieve diversity on the Board.

C. PRICIPLES RELATING TO DIVERSITY

In order to ensure that the Board is endowed with appropriate balance of skills, experience and diversity of perspectives, the Company shall conform to the following principles relating to Board Diversity:

1. The Board shall collectively possess the necessary qualifications commensurate with size, complexity and risk profile of the Company.
2. Decisions pertaining to appointment/ re-appointment, elevation and remuneration of Directors shall be based on their skills, experience, expertise, contributions during deliberations at meetings of the Board and adherence to corporate governance norms as reflected in the outcomes of their performance evaluation;
3. The Board shall be represented by members from diverse educational background including but not limited to accountancy, agriculture and rural economy, Companying, co-operation, economics, finance, law, small-scale industry, information technology, payment and settlement systems, human resources, risk management & business management and such other matters the special knowledge or practical experience of which, in the opinion of the Board would be in the business interest of the Company;

4. Adoption of best practices to ensure fairness and equality and transparency whilst appointing Directors and ensuring zero tolerance for discrimination based on caste, creed, gender, ethnicity, religion, disability, colour or otherwise.

D. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The NRC shall also take into consideration the following matters while dealing with matters relating to Board Diversity:

1. Enforce the said principles so as to bring in diversity of perspectives and encourage creativity and innovation at the Board level.
2. While evaluating candidates for appointment as a Director of the Company, the NRC shall consider them on merits in the context of their age, skill sets, experience, level of independence, specific expertise and specialized knowledge, so as to provide the Board/ Committees with diversified set of skills, knowledge, practical experience and representation and recommend such appointment/ nomination, for the approval of the Board.
3. Review the effectiveness of the induction programs conducted for new directors and the training programs conducted for the Board, to ensure that Company's diversity goals are met.
4. While reviewing the annual performance evaluation of the Board, the Chairperson, the Committees and the Independent Directors and the overall effectiveness of the Board, the NRC shall assess the impact of the Board's diversity to the overall functioning of the Board.
5. Explore measurable objectives for achieving Board diversity and recommend the same to the Board for its adoption.
6. Complying with the provisions of the Companies Act, 2013 and SEBI Listing Regulations in respect of Woman Director.

E. REVIEW OF THE POLICY

1. The NRC will review the policy at regular intervals, which will include an assessment of the effectiveness of the policy.
2. The NRC will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

F. PUBLICATION OF THE POLICY

The Board at its discretion may make disclosures in the Annual Report regarding Board Diversity.