



METRO BRANDS LIMITED

POLICY ON DIVERSITY OF BOARD¹

¹ Adopted in Board Meeting dated 30th January, 2019

METRO BRANDS LIMITED

Policy on Diversity of Board

PURPOSE

The policy on Diversity of Board ("the Policy") sets out the approach to diversity on the Board of directors ("the Board") of Metro Brands Limited ("the Company").

POLICY STATEMENT

The Company recognizes and embraces the benefits of having a diverse Board that possesses the balance of skills, experience, expertise, and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

The Company maintains that Board appointments should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time-to-time for it to function effectively.

In the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

(1) Optimum Composition:

- (a) The Board shall have an optimum combination of executive and non-executive directors and not less than fifty percent of the Board of Directors comprising non-executive directors.
- (b) At least half of the Board should comprise of independent directors' (where the Chairman of the Board is executive) or at least one third of the Board consisting of independent directors (where the Chairman of the Board is non-executive).

In any case, Company should strive to ensure that the number of independent directors do not fall below 3 (three) so as to enable the Board to function smoothly and effectively.

- (c) The Company shall have at least one women director on the Board to ensure that there is no gender inequality on the Board.

(2) Functional Diversity:

- (a) Appointment of directors to the Board of the Company should be based on the specific needs and business of the Company. Appointments should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- (b) Knowledge of and experience in domain areas such as Footwear and Retail Industry, Finance, Technology, Marketing and Regulatory, should be duly considered while making appointments to the Board level.
- (c) While appointing independent director, care should be taken as to the independence of the proposed appointee.
- (d) Directorships in other companies may also be taken into account while determining the candidature of a person.

ROLE OF NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE

The Nomination, Remuneration and Compensation Committee ('NRC') of the Company shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualification, positive attributes and independence.

In reviewing Board composition, NRC 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.

REVIEW OF THE POLICY

The Board / NRC will review this Policy periodically.

AMENDMENTS TO THE POLICY:

The Board / NRC shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board / NRC reserves the right to amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s) or any other appropriate Statutory Authority.
