RAJKOT INVESTMENT TRUST LIMITED

POLICY ON BOARD DIVERSITY

1. PREAMBLE

The Company recognizes that a diverse Board is essential for achieving sustainable growth, effective governance and sound decision-making. A diverse Board brings a broad range of perspectives, skills, knowledge and experience that enhances the quality of Board deliberations and enables the Company to respond effectively to business challenges and opportunities.

This Policy on Board Diversity ("Policy") is framed in accordance with:

- Companies Act, 2013 and rules made thereunder;
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable;
- RBI guidelines applicable to NBFCs;
- Applicable corporate governance standards and best practices.

2. OBJECTIVE

The objectives of this Policy are:

a) To promote diversity at the Board level;

b) To ensure an appropriate balance of skills, experience and expertise on the Board;

c) To enhance the effectiveness of the Board and its decision-making process;

d) To ensure that the Board possesses the necessary competencies to guide the Company's business and strategic direction;

e) To foster inclusive and balanced representation in Board composition.

3. APPLICABILITY

This Policy shall apply to:

- Board of Directors of the Company;
- Nomination and Remuneration Committee ("NRC"), where constituted;
- Any authority responsible for recommending or approving appointments to the Board.

4. GUIDING PRINCIPLES

The Company believes that Board diversity should be viewed broadly and should include diversity in:

- Gender;
- Age;
- Educational qualifications;
- Professional expertise;
- Industry experience;
- Functional skills;
- Geographical background;
- Cultural background;
- Nationality (where applicable);
- Independence of thought;
- Leadership experience.

Board appointments shall always be made on merit while ensuring an appropriate mix of diversity attributes.

5. BOARD COMPOSITION

The Company shall endeavor to maintain a Board comprising individuals with diverse backgrounds and competencies relevant to its business and regulatory environment.

The Board should collectively possess expertise in areas such as:

- Finance and Accounting;
- Banking and Financial Services;
- Risk Management;
- Legal and Regulatory Compliance;
- Corporate Governance;
- Business Strategy;
- Information Technology and Cyber Security;
- Human Resources;
- Audit and Internal Controls;
- Industry-specific knowledge.

6. DIVERSITY PARAMETERS

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While evaluating the composition of the Board and identifying suitable candidates for appointment, the following parameters shall be considered:

A. Professional Experience

- Banking and finance experience;
- NBFC operations;
- Corporate management;
- Regulatory affairs;
- Audit and taxation;
- Technology and digital transformation.

B. Educational Background

- Commerce;
- Finance;
- Economics;
- Law;
- Management;
- Engineering;
- Other relevant disciplines.

C. Gender Diversity

The Company recognizes the value of gender diversity and shall endeavor to maintain adequate representation of women on the Board in accordance with applicable laws and good governance practices.

D. Age Diversity

The Board should comprise individuals from different age groups to provide a balanced mix of experience, maturity and fresh perspectives.

E. Independence

The Company shall seek an appropriate balance between:

- Executive Directors;
- Non-Executive Directors;
- Independent Directors (where applicable).

F. Skills and Competencies

The Board shall collectively possess complementary skills and competencies required for effective oversight and strategic guidance.

7. APPOINTMENT OF DIRECTORS

While recommending candidates for appointment or re-appointment, the NRC (where constituted) or the Board shall consider:

- Qualification;
- Experience;
- Integrity;
- Professional reputation;
- Industry expertise;
- Independence;
- Diversity considerations under this Policy.

The selection process shall be based on merit and objective criteria.

8. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

Where the NRC is constituted, it shall:

- Periodically review Board composition;
- Assess the balance of skills, experience and diversity;
- Recommend suitable candidates for appointment;
- Review implementation of this Policy.

Where NRC is not required to be constituted, these functions may be discharged by the Board.

9. SUCCESSION PLANNING

The Company shall consider diversity factors while planning succession for:

- Directors;
- Committee Chairpersons;
- Key governance positions.

The objective shall be to ensure continuity of skills, experience and diversity within the Board.

10. DISCLOSURE

This Policy shall be disclosed on the Company's website, where required under applicable laws and regulations.

The Company may also disclose the broad composition of the Board and diversity initiatives in its Annual Report.

11. REVIEW OF POLICY

The Board shall review this Policy periodically and at least once every year to ensure its continued effectiveness and alignment with:

- Business requirements;
- Regulatory developments;
- Corporate governance best practices.

12. AMENDMENTS

The Board of Directors may amend, modify or replace any provision of this Policy from time to time in accordance with applicable laws and regulatory requirements.

13. EFFECTIVE DATE

This Policy shall come into effect from the date of approval by the Board of Directors and shall remain in force until amended or withdrawn.

ANNEXURE – BOARD DIVERSITY MATRIX (ILLUSTRATIVE)

The Board may consider the following diversity matrix while evaluating Board composition:

Diversity Attribute Consideration

Gender: Male / Female / Other

Age: Diverse age groups

Experience: Banking, Finance, Legal, Technology, Business

Qualification: CA, CS, CMA, MBA, Lawyer, Engineer, etc.

Industry Expertise: NBFC, Financial Services, Corporate Sector

Functional Skills: Risk, Compliance, Audit, Strategy, HR

Board Status: Executive, Non-Executive, Independent

Geographic Exposure: Domestic and International Experience

The above matrix is illustrative and may be modified by the Board from time to time.