

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1 Purpose:

In accordance with the Regulation 19(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of Schedule II, the Smart Capital Services Limited ("Company") has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

2 Vision:

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

3 Scope:

This policy applies to the Board. It does not apply to the Employees generally.

4 Policy Statement:

Smart Capital Services Limited believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. The Company recognizes and embraces the importance of a Diverse Board in its success.

Smart Capital Services Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives.

The Nominations and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy board positions.

All the appointments made on the Board, the Committee will consider the Benefit of Diversity in identifying and recommending persons for the board membership, as well as in evaluating the board and its individual members.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin, or ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does speak to such person's ability to perform as a Board member.

Accordingly, the Committee shall:

- ❖ Assess the appropriate mix of diversity, skills, qualification, professional experience, etc. and access the extent to which the required skills are represented on the board.
- ❖ Make recommendation to the Board in relation to the appointments and maintain an appropriate mix of diversity, skills, experience and expertise on the board.

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Smart Capital Services Limited.

5 Review of Policy

Smart Capital Services Limited will review the policy from time to time and make recommendations on any requisite change to Board for consideration and approval.

6 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.