

## BOARD DIVERSITY POLICY

### 1. INTRODUCTION

The Policy on Board Diversity (the “Policy”) sets out the approach to diversity on the Board of directors (the “Board”) of SecureKloud Technologies Limited (the “Company”).

This Policy is being adopted by the Company to comply with Regulation 19 (4) read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company has to devise Policy on Board Diversity. Policy applies to the Board of Directors of the Company.

### 2. PURPOSE

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

### 3. POLICY STATEMENT

The Company recognizes and embraces the importance of a diverse Board to enhance the quality of its performance.

The Nomination and Remuneration Committee has devised this policy and is responsible for reviewing and assessing the composition and performance of the Board, as well as identify appropriate qualified persons to occupy the Board.

The Board shall have an optimum composition of executive, non-executive and independent directors including woman director in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board composition is disclosed in the Company’s Corporate Governance Report quarterly.

A diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

- drive business results and strategic growth
- make corporate governance more effective.
- enhance quality and responsible decision making capability;
- ensure sustainable development

The Company recognises and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company sees 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 the Board appointments should be based on merit that compliments and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience, 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:

**a) Optimum composition**

- The Board shall have an optimum combination of Executive and Non-executive Directors and not less than fifty percent of the Board of Directors shall comprise of Non-executive Directors.
- 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 should comprise of Independent Directors (where the Chairman of the Board is Non-executive).
- The Company shall continue to have at least one Woman Director on the Board to ensure that there is no gender inequality on the Board.

**b) Functional diversity**

- Appointment of Directors to the Board of the Company should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- Knowledge and experience in domain areas such as Finance, Legal, Risk Management, Education sector, other Industry etc., should be duly considered while making appointments to the Board level.
- While appointing Independent Directors, care should be taken as to the independence of the proposed appointee.
- Directorships in other companies may also be taken into account while determining the candidature of a person.

**c) Stakeholder diversity**

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and / or any agreement between the Company and the nominating agency.

**4. ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee ("NRC"), inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

**5. REVIEW OF THE POLICY**

The NRC will review the policy annually, which will include an assessment of the effectiveness of the policy.

The NRC will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

**6. DISCLOSURE OF THE POLICY**

The Company shall disclose this Policy on its website. The Board at its discretion may make disclosures in the Annual Report regarding Board Diversity.

\*Amended with effect from March 28, 2025