



**AMBA AUTO SALES AND SERVICES LIMITED**  
( Formerly known as Amba Auto Sales and Services Private Limited )

**Registered Address :** Sy. No. 442/2A, 443/2B, 7, Hongasandra,  
Bangalore, Karnataka, India, 560068

CIN: U05010KA2005PLC035690

**Email:** [cs@ambaauto.com](mailto:cs@ambaauto.com) **Tel.:** +91-9900367421 **Website :** [www.ambaauto.com](http://www.ambaauto.com)

(Authorised Dealer of Bajaj Auto Limited)

## **POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

### **I. PREFACE**

The Board of Directors ("Board") of **AMBA AUTO SALES AND SERVICES LIMITED** ("Company") has decided to consider and formulate a policy on diversity of the composition of the Board by the name of Policy on Diversity of Board of Directors ("Policy"). The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective, gender, race, ethnicity or cultural background in the Board, in compliance with the applicable laws, rules and regulations applicable to the Company.

### **II. 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 the 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.

### **III. INTERPRETATION**

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

### **IV. POLICY**

The Company believes that a diverse Board will–

- a. Enhance the quality of decision making and ensure better business performance.
- b. Encourage diversity of perspectives thereby fueling creativity and innovation.
- c. Complement and expand the skills, knowledge and experience of the Board as a whole.
- d. Provide for better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, gender, race, ethnicity, cultural background and other qualities of the individual members as a whole. All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, business development, human capital management, strategic planning, marketing and general administration.

## **I. NOMINATION AND APPOINTMENT**

The Nomination and Remuneration Committee ('Committee') of the Board shall:

- a. Review and assess the composition of the Board.
- b. Identify appropriate qualified personnel to occupy Board position.
- c. Suggest appropriate expertise and diversity requirements.
- d. Manage the process of recruiting new members to the Board and defining requisite skills.
- e. Ensure that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory / regulatory requirements.

## **II. MONITORING, TRACKING AND REPORTING**

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development program for the Board. As part of the exercise, it will also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and diversity on the basis of gender, race, ethnicity, country of origin and cultural background.

The Company shall make necessary disclosures about the policy as per the requirements of the Listing Agreement and the Companies Act, 2013. The policy shall be made available on the website of the Company.

## **III. AMENDMENTS AND UPDATES**

The Committee shall review this Policy and recommend revisions to the Board for consideration and approval as and when required.

## **IV. DISSEMINATION OF THE POLICY**

The policy shall be hosted on the website of the Company

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

For Amba Auto Sales and Services Limited

Sd/-  
Rakesh Kumar Lohia  
Managing Director  
DIN: 01884538