EAAA INDIA ALTERNATIVES LIMITED

(Formerly known as Edelweiss Alternative Asset Advisors Limited)

POLICY ON BOARD DIVERSITY

Title	POLICY ON BOARD DIVERSITY
Release Date	February 22, 2023
Version No.	1.0
Revision/Review Date	December 04, 2024
Policy Owner	Compliance Team

Preamble:

This Policy on Diversity ("**Policy on Board Diversity**" or "**Policy**") of the Board of Directors ("**Board**") of EAAA India Alternatives Limited ("**the Company**") has been devised by the Nomination and Remuneration Committee ("**NRC**") of the Company, in accordance with regulation 19(4) read with Part D of Schedule II the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and approved by the Board of Directors at its meeting held on November 18, 2024, to assure:

(i) transparent nomination process for appointment of Directors on the Company's Board; and

(ii) that the Company's Board comprises of an optimum and balanced combination of Executive and Non-Executive Directors (including Independent Directors), having diversity of thoughts, experience, knowledge, education, skills, perspective, geography, culture, age and gender.

Applicability:

This Policy applies to the composition of the Board of the Company in ensuring its diversity, and shall be read in conjunction with any other policy / guideline / procedure / document formulated by the Company from time to time or applicable to the Company under the Companies Act, 2013 and SEBI Listing Regulations, or any other applicable law, in connection with the appointment of Directors on the Company's Board.

Purpose and Objectives:

This Policy has been framed keeping in view the significance of having a diverse Board of the Company and to harness the unique and individual skills and experiences of its members in such a way that it collectively benefits the Company in achieving its mission and objectives.

Policy objectives include, the following:

i. to ensure diversity of thoughts, experience, knowledge, education, skills, perspectives, geography, culture, age and gender on the Company's Board;

ii. to achieve an optimum and balanced Board of the Company, with a wide range of attributes of its members;

iii. to have an appropriate blend of functional and domain expertise on the Company's Board;

iv. to ensure that the Board of the Company comprises at least one Woman Independent Director or such other number of Women Directors as may be deemed necessary or advantageous to the Company;

v. to consider and review the manner in which qualifications, skills, expertise and experience of a candidate contribute and complement to the overall skills-mix and expertise already available on the Company's Board and / or required by it;

vi. to ensure that the Board of the Company possesses special knowledge or practical experience in the matters / skills / expertise in the manner and as stipulated from time to time;

vii. to encourage healthy and open discussion and promoting independence of judgement while considering candidature(s) for appointment(s) on the Company's Board; and

viii. to ensure that the candidate(s) being recommended / proposed to be appointed on the Company's Board also meet with the legal requirements for being appointed as Director(s) on the Company's Board.

Framework:

In order to meet the above Policy Objectives:

i. While recommending the candidature of a person for being appointed as a Director of the Company, the NRC of the Company shall:

    a. consider the criteria laid down by it for determining qualifications, positive attributes and independence of directors;
    b. for every appointment of an independent director, evaluate the balance of skills, knowledge and experience available on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director;
    c. consider candidates from a wide range of backgrounds and the manner in which the functional and domain expertise of an individual will contribute to and complement the overall skills-mix and expertise of the Company's Board;
    d. give emphasis to diversity of thoughts, experience, knowledge, education, skills, perspectives, geography, culture, age and gender of candidates, which would be beneficial to and complement the Company's Board; have regard to the special knowledge or practical experience of a candidate in respect of one or more matters / skills / expertise in the manner and as stipulated from time to time under the applicable law; and
    e. ensure that the representation of Women Directors (including at least one Woman Independent Director) on the Company's Board is adequate.

ii. The NRC may use the services of any external professional agencies, if required, for the purposes of identifying suitable candidate(s);

iii. The NRC shall be responsible, *inter alia*, for reviewing and assessing the composition of the Company's Board as well as for identifying and recommending to the Company's Board the appropriately diverse and qualified candidate(s), to hold directorship in the Company.

iv. The Company's Board shall ensure that:

    a. it has an optimum and balanced composition, with a wide range of attributes;
    b. it has an appropriate blend of functional and domain expertise and skills;

c. a transparent Board nomination process is in existence so as to encourage Board diversity;
d. healthy and open discussion is encouraged and independence of judgement promoted while considering candidates (s) for appointment(s) on the Company's Board;
e. selection of candidate(s) for appointment on the Company's Board is be based on merit and review of candidate's integrity, educational background, expertise, capability, skills and industry or related experience, etc.;
f. it possesses special knowledge or practical experience in respect of the matters / skills / expertise in the manner and as stipulated under the applicable laws; and
g. the composition of the Company's Board (including representation of Women Directors) is adequate and in compliance of the provisions of the applicable laws.

v. The candidates being recommended / proposed to be appointed on the Company's Board should be those who meet with the legal requirements for being appointed as Director(s) on the Company's Board, including the "Fit and Proper".

vi. Candidates that bring diversity of backgrounds and opinion from amongst those with the appropriate background and industry or related expertise and experience and having the ability to devote sufficient time to the affairs of the Company, should be considered for appointment on the Company's Board.

Policy Review:

NRC of the Company shall review this Policy as and when required, to ensure its implementation, effectiveness and relevance.

In the event of any conflict between the provisions of this Policy and the provisions of any applicable laws, the provisions of the applicable laws shall prevail over this Policy.

Any subsequent amendments / modifications in the provisions of the applicable laws shall automatically apply to this Policy and the Policy shall be read accordingly.

Policy Disclosure:

The Company shall make necessary disclosures about the Policy and its existence, as per the requirements of the SEBI Listing Regulations and other applicable laws.