



## **CREST VENTURES LIMITED**

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# **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE**

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## **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE**

### **1. INTRODUCTION:**

Crest Ventures Limited ("CVL") believes that the Board constitution should ensure that its members have diversified expertise and experience with an appropriate composition and size, so that the Board is able to discharge its duties and responsibilities effectively also an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

CVL recognises the importance of Independent Directors in achieving the effectiveness of the Board. CVL aims to have an optimum combination of Executive, Non-Executive and Independent Directors on its' Board.

### **2. SCOPE AND EXCLUSION:**

- This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying qualifications and positive attributes for the Directors and Senior Managerial Personnel and to determine the independence of directors, in case of their appointment as independent directors of the Company.
- The policy also aims to achieve a balance of merit, experience and skills amongst its Directors and Senior Management Personnel.

### **3. TERMS AND REFERENCES:**

- a) **"Director"** means a director appointed to the Board of a company.
- b) **"Senior Management"** shall mean officers/personnel of CVL who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- c) **"Nomination and Remuneration Committee"** (hereinafter referred to as NRC Committee) means the committee constituted by CVL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 ("the Act") and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.
- d) **"Independent Director"** means a director referred to in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

**4. POLICY:**

**4.1. CRITERIA FOR QUALIFICATIONS:**

4.2. The NRC and the Board shall review on an annual basis, appropriate skills, expertise, competences, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.3. In evaluating the suitability of individual Board members, the NRC may take into account the following factors:

- General understanding of the Company's business dynamics and social perspective;
- Educational and professional background for the job including industry knowledge, financial, technical skills and experience;
- Governance and behavioural competencies;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.4. The proposed appointee shall also fulfil the following requirements:

- Shall possess a Director Identification Number or any other identification number prescribed by the Central Government which shall be treated as Director Identification Number for the purposes of the Act;
- Shall not be disqualified under the Act or pursuant to any order of Securities and Exchange Board of India or under any other relevant act or authority;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the Board in every financial year and whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Act, SEBI Listing Regulations and other relevant laws.

4.5. The NRC shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance with the objective of having a group that best enables the success of the Company's business.

**4.6. CRITERIA OF INDEPENDENCE:**

- The NRC shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by Director(s).
- The criteria of independence, shall be, as laid down in Act, SEBI Listing Regulations and other relevant laws, if any, as amended from time to time.
- The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Act.

**4.7. OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:**

- The Board members are expected to have adequate time, expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NRC shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- A Director shall not serve as Director/ Independent Director in such number of companies as may be prescribed under the Act, SEBI Listing Regulations and other relevant laws, if any.
- A Director shall not be a member or act as Chairman of such number of companies as may be prescribed under the Act, SEBI Listing Regulations and other relevant laws, if any.

**5. REVIEW AND AMENDMENTS:**

The Board of Directors of the Company may subject to applicable laws amend, suspend or rescind this Policy at any time. The Board may also, establish further rules and procedures, from time to time or substitute any of the provision(s) with the new provision(s) or replace the policy(s) entirely with a new policy(s). The Policies adopted shall be reviewed by the Board from time to time to give effect to the intent of the Policy and further the objective of good corporate governance.



**6. DISSEMINATION OF POLICY:**

This policy shall be hosted on the intra-net and website of the Company and a web link thereto shall be provided in the annual report of the Company.

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