

USS GLOBAL LIMITED

POLICY ON BOARD DIVERSITY

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INTRODUCTION

Diversity is about getting the right mix of people and harnessing their unique and individual views, skills and experiences, knowledge and perspective in a way that it collectively benefits the organisation and the business.

Board diversity is vital to handle various factors such as globalisation of business, rapid deployment of technology, greater social responsibility, ever rising emphasis on corporate governance, enhanced need for risk management, etc. so as to facilitate effective management of the business of Company and to keep pace with changing dynamics of the business environment.

Board diversity is the breadth of prospective, not the mere inclusion of various diverse traits that will benefit the organisation. Company believes that a diverse Board will enhance the quality of decision made by the Board by utilising the different skills, qualification, experience, knowledge, etc. of the Board necessary for achieving sustainable and balance development.

PURPOSE

As per the requirements under the Regulations 19(4) read with Schedule II, Part D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and such other regulatory provisions, as applicable the Nomination and Remuneration Committee of the Company (**the “Committee”**) is required to devise a policy for having diversity on the board of directors of USS Global Limited (**the “Board”**). This Board Diversity Policy (**“Policy”**) sets out the approach to diversity on the Board of USS Global Limited (**“the Company”**).

SCOPE

The Policy applies only to the members of the Board and not employees of the Company.

POLICY STATEMENT

The Company recognizes and embraces the importance of a diverse Board in its success. It believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, mergers & acquisition, Board service, strategy sales and marketing, environment social & governance (“ESG”), risk and cyber security and other domains, which will ensure that the Company retains its competitive advantage.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision making capability;
- ensure sustainable development; and
- enhance the reputation of the Company.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regulations, and other statutory, regulatory and contractual obligations of the Company.

RESPONSIBILITY OF THE COMMITTEE

The Nomination 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 in accordance with the relevant laws.

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 not speak to such person’s ability to perform as a Board member.

Accordingly, the Committee shall-

- enforce the said principles so as to bring in diversity of perspectives and encourage creativity and innovation at the Board level.
- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

RESPONSIBILITY OF THE BOARD

To provide sufficient information to the shareholders about the size of the Board, credentials of the new appointee, attendance and remuneration, training of Directors etc., of each Board Members in the Corporate Governance Report annually to enable the shareholders to judge for themselves whether the constituted Board is diverse.

REVIEW AND AMENDMENT

The Committee shall review the policy from time to time to ensure the effectiveness of the Policy. Any amendment to this Policy would be subject to its review by the Committee and approval by the Board of the Company.