

AUDROC LIMITED
(Formerly Known as Alka India Limited)

CIN: L24200MH1993PLC168521

Regd. Address: Gala No. D- 3/4/5, Hatkesh Udyog Nagar-1, Off. Mira
Bhayandar road, GCC Road, Mira Near Hatkesh Substation Thane - 401 107,
Mira Road, Thane, Vasai, Maharashtra, India, 401107

Corporate Office Address: A 1115 Titanium Business Park, Near Makarba
Underpass, Jivraj Park, Ahmedabad, Gujarat, India, 380051



BOARD DIVERSITY POLICY

INTRODUCTION:

The Board of Directors ("Board") of AUDROC Limited (Formerly known as Alka India Limited) ("Company") has decided to consider and formulate a policy on diversity of the composition of the Board by the name of Board Diversity Policy ("Policy"). The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

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 Company recognizes the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage, effective governance, and long-term value creation.

REGULATORY FRAMEWORK:

This policy is formulated pursuant to Regulation 19 read with Schedule II, Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the formulation of a Board Diversity Policy by the Nomination and Remuneration Committee.

POLICY STATEMENT:

The Company believes that a diverse Board enhances decision-making and leadership. Also, the Company recognizes that diversity on the Board is not limited to gender and includes a broad range of attributes. The following dimensions of diversity shall be considered:

(i) Gender

- ❖ The Company values gender balance on the Board. Having directors of different genders promotes varied perspectives and enhances inclusive decision-making.
- ❖ Compliance with the legal requirement of at least one woman director is the minimum standard; efforts will be made to improve gender representation beyond statutory minimums.

(ii) Age

- ❖ A mix of younger and older directors encourages a balance of fresh ideas and experience.
- ❖ Age diversity helps foster innovation while retaining institutional knowledge and strategic stability.

(iii) Ethnicity and cultural background

- ❖ Inclusion of directors from varied cultural and regional backgrounds supports a broad worldview and helps the Board better understand diverse markets and communities.
- ❖ It contributes to effective stakeholder engagement and global outlook.

(iv) Educational qualifications

- ❖ A range of academic qualifications, such as law, finance, engineering, business, and humanities, adds value by offering varied analytical frameworks and viewpoints.

(v) Professional experience and Industry Expertise

- ❖ Diversity in professional backgrounds—such as finance, legal, marketing, operations, technology, and public policy—ensures comprehensive and well-rounded Board discussions.
- ❖ Directors with experience in the Company's core industry bring domain expertise, while those from other industries offer cross-sectoral insights.

(vi) Skills & Competencies

- ❖ The Board should collectively possess a wide range of functional skills (e.g., strategy, risk management, corporate governance, sustainability, and digital transformation) to guide the Company effectively.

(vii) Tenure and Board Experience

- ❖ A combination of new and longer-serving Board members helps blend continuity with new perspectives.
- ❖ Varying levels of prior Board experience contribute to healthy governance dynamics.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE (NRC):

The 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. While all Board appointments will continue to be made based on merit and business needs, the NRC will ensure that diversity considerations are adequately reflected in the selection process.

REVIEW OF POLICY:

The NRC shall review the policy from time to time, to ensure the effectiveness of the Policy. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

DISCLOSURE:

The Company shall disclose this Policy on its website i.e. <https://www.audroc.com/>. The necessary disclosure, if any, about the policy will also be made as per the requirements of SEBI (LODR) Regulations, 2015 and other applicable laws.

EFFECTIVE DATE:

This policy shall come into effect from 30th May, 2025.

AUDROC Limited

Director
