POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. Title and Scope

This policy shall be called the '**POLICY ON DIVERSITY OF BOARD OF DIRECTORS**' ("Policy"). This Policy applies to the Board.

2. Objective

Veritas Finance Limited, formerly known as Veritas Finance Private Limited ("the Company"), is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the Board of Directors of the Company is required to devise a Policy on Diversity of Board of Directors. In compliance with the SEBI Listing Regulations, the Company has formulated this Policy on Diversity of Board of Directors.

3. Definitions

For the purpose of this Policy, the following terms shall have the meanings assigned to them hereunder:

"**Board**" means the Board of Directors of the Company.

"**Committee**" means the Nomination and Remuneration Committee of the Board.

"**Companies Act**" means the Companies Act, 2013, read with the rules framed thereunder, as amended from time to time.

"**Director**" means a member of the Board.

"**Policy on Diversity of Board of Directors**" means this policy, as amended from time to time.

"SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and amendments made from time to time thereto.

4. Board Diversity

This Policy sets out the approach the Company should adopt whilst ensuring Board diversity and to enhance its effectiveness whilst discharging its fiduciary obligations toward the shareholders of the Company.

A truly diverse Board should be able to make good use of diversity in skills, regional and industry experience, expertise, educational background, language and other traits of each Director. These diversities should be considered whilst determining the composition of the Board and balanced appropriately.

The Company shall ensure that the Board have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The Board shall collectively possess the necessary qualifications commensurate with size, complexity and risk profile of the Company.

The Company shall also consider the principles relating to fit and proper criteria and other norms as may be prescribed by the Reserve Bank of India (RBI), the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) under applicable laws, whilst determining the composition of its Board.

The Company recognizes the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, social/ cultural and geographical background, age and gender, which will ensure that the Company retains its competitive advantage.

The Committee shall review the profile of the prospective candidates for appointment as director on the Board taking in consideration knowledge, experience, global market awareness, expertise in one or more fields of financial services, management and governance, consumer behaviour, sales, marketing and customer experience, technology and digital innovation, understanding of accounting and financial statements, risk, assurance and internal controls, regulatory, human resources, business transformation and strategy, investments and capital markets, and any other matter the special knowledge of, and practical experience in, which would, be useful to the Company's business.

The Company, under the provisions of the Companies Act, rules framed thereunder, and the SEBI Listing Regulations, to have adequate number of woman directors on its Board including a woman independent director.

As part of the annual performance evaluation of the effectiveness of the Board, board committees and individual Directors, the committee will consider the balance of skills, experience, independence and knowledge of the Company on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

5. **Amendments**

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy.

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.

6. **Disclosure**

The Policy shall be available on the website of the Company i.e., https://www.veritasfin.in/.

7. **Effective Date**

The Board Diversity Policy shall come into effect on January 09, 2025.