



**NEXOME CAPITAL MARKETS LIMITED**  
**(FORMERLY SMIFS CAPITAL MARKETS LIMITED)**

**POLICY ON BOARD DIVERSITY**

**Pursuant to Regulation 19(4) and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (if any).**

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[approved by the Board of Directors on June 04, 2025]

**Regd. Office: Vaibhav, 4F, 4 Lee Road, Kolkata- 700020**

## INDEX

SR. NO.	CONTENTS	PAGE NO
1.	INTRODUCTION	3
2.	PURPOSE	3
3.	VISION	3
4.	APPLICABILITY	3
5.	INTERPRETATION	3
6.	POLICY STATEMENT	4
7.	MEASURABLE OBJECTIVES	4
8.	ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE	5
9.	MONITORING AND REPORTING	5
10.	REVIEW OF THE POLICY	5
11.	DISCLOSURE OF THE POLICY	5

**NEXOME CAPITAL MARKETS LIMITED  
(FORMERLY SMIFS CAPITAL MARKETS LIMITED)  
BOARD DIVERSITY POLICY (“THE POLICY”)**

**1) INTRODUCTION:**

This Policy on Board Diversity (**the “Policy”**) for the Board of Directors (**the “Board”**) of Nexome Capital Markets Limited (Formerly SMIFS Capital Markets Limited) (**the “Company”**) has been formulated by the Nomination and Remuneration Committee (“NRC”) in accordance with Regulation 19 (4) read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

**2) PURPOSE:**

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company’s business perspective.

**3) VISION:**

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance and its decision making.

**4) APPLICABILITY:**

As per SEBI (LODR) Regulations, 2015, the NRC of the Company is mandated to devise Policy on Board Diversity. This Policy is specifically applicable to the composition of the Board and aims to ensure a diverse mix of directors in terms of skills, experience, gender, age, and other attributes relevant to the Company’s business.

This Policy does not apply to diversity among employees of the Company. Matters relating to employee diversity are addressed separately through the Company’s Human Resource and other internal policies.

**5) INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act, Listing Regulations and/or any other SEBI Regulation(s) as amended from time to time.

**6) POLICY STATEMENT:**

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- Decisions pertaining to recruitment, reappointment, and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

**7) MEASUREABLE OBJECTIVES:**

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

**i. Gender:**

The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company shall at all times have at least one woman independent director on the Board. Any vacancy of the woman director shall be filled pursuant to the provisions of the said Act and Regulation.

**ii. Ethnicity:**

The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business.

**iii. Educational Qualification:**

The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, the environment, green technologies, operations of the company's businesses and other disciplines related to the company's businesses.

Any Other pre-requisites as may be desired by the NRC and Board

**8) ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:**

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.

**9) MONITORING AND REPORTING:**

The Nomination and Remuneration Committee will report annually, in the Company's Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of this Policy.

**10) REVIEW OF THE POLICY:**

The Nomination and Remuneration Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination and Remuneration Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

**11) DISCLOSURE OF THE POLICY:**

The Company shall disclose this Policy on its website i.e. [www.nexomecap.com](http://www.nexomecap.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.