

POLICY ON BOARD DIVERSITY

Purpose:

The Board Diversity Policy (the “Policy”) is intended to set out a framework to promote diversity of Board of Directors of Future Market Networks Limited (FMNL).

Building a Board of diverse and inclusive culture is integral to the success of FMNL. Ethnicity, age and gender diversity are areas of strategic focus to the composition of our Board.

The Board considers that its diversity, including gender diversity, is a vital asset to the business.

Vision

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

Policy Statement

With a view to achieving a sustainable and balanced development, the Company witnesses increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

FMNL 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 FMNL.

The Nomination and Remuneration Committee (“**Committee**”) is responsible for reviewing and accessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy the Board positions.

Accordingly, the Committee shall

- Access the appropriate mix of diversity, skills, experience and expertise required on the Board and access 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 on the Board; and
- Periodically review and Report to the Board requirements, if any, in relation to diversity on the Board.

The total number of Directors constituting the Board shall be in accordance with the Law. The Board of Directors of the Company shall have an optimum combination of Executive and Non Executive Directors with at least one women Director and the composition of the Board shall be in accordance with the requirements of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as may be amended from time to time and the statutory, regulatory and contractual obligations of the Company.

Monitoring and reporting:

- A. The Nomination and Remuneration Committee is (among other things) responsible for:
- formally assessing the appropriate mix of Diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board.
 - making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board, and
 - reviewing and reporting to the Board in relation to Board Diversity.
- B. The Nomination and Remuneration Committee will report to the Board on:
- initiatives undertaken by the Committee in relation to board Diversity and to achieve the measurable objectives.
 - progress in achieving the Measurable Objectives and to make recommendations to the Board on the same.

Review of the Policy

The Nomination, Remuneration and Compensation Committee (NRC) will review the Policy, from time to time, to ensure the effectiveness of the Policy. The NRC will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Disclosure of the Policy

The Policy will be uploaded on the Company's website i.e. www.fmn.co.in for public information. A summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the Corporate Governance Report annually.

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