
POLICY ON BOARD DIVERSITY

SKYWAYS AIR SERVICES LIMITED

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1. INTRODUCTION

This Policy on Board Diversity ("**Policy**") for the Board of the Company has been formulated by the Nomination and Remuneration Committee ("**NRC**") in accordance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 ("**SEBI LODR Regulations**"), as amended from time to time, 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. DEFINITIONS

- (i) "**Act**" means Companies Act, 2013 and the rules framed there under, each as amended
- (ii) "**Board**" means Board of Directors
- (iii) "**Company**" means Skyways Air Services Limited and
- (iv) "**Independent Director**" means an independent director referred to in sub-section (6) of section 149 of the Act
- (v) "**SEBI**" means Securities Exchange Board of India
- (vi) "**Stock Exchanges**" means NSE and BSE

3. PURPOSE

This Policy has been formulated to recognize and promote the significance of maintaining a diverse composition of the Board, with a view to harnessing the distinct and individual skills, qualifications, and experiences of its members. The objective of this Policy is to establish a structured framework for effectively utilizing the collective knowledge, perspectives, and expertise of the Board in a manner that supports and enhances the Company's business objectives and strategic direction.


Through this Policy, the Company seeks to ensure that the Board's diversity contributes meaningfully to informed decision-making and provides sound guidance to the management, in alignment with the Company's long-term vision and commercial interests.

4. SCOPE

This Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.

5. POLICY STATEMENT

- 5.1. The Company recognizes that a diverse and balanced board of directors significantly enhances the quality of decision-making by drawing upon a broad range of skills, qualifications, professional experiences, gender, and knowledge. Such diversity is essential



for achieving sustainable and equitable growth and for aligning the Board's guidance with the strategic objectives of the Company.

- 5.2. In furtherance of this objective, the Company affirms its commitment to Board diversity and shall give due consideration to this Policy at the time of appointment of Directors. The NRC and the Board shall consider the principles of diversity as set out herein while assessing and recommending candidates for Board positions.
- 5.3. The composition and strength of the Board shall at all times be in accordance with the provisions of the articles of association of the Company. The Board shall comprise an optimum combination of executive, non-executive, and Independent Directors, including at least one woman director, in compliance with applicable provisions of the Act the rules made thereunder, the SEBI LODR Regulations and any other applicable laws or guidelines, as amended from time to time.
- 5.4. Where applicable, the appointment of directors may also be subject to nomination and approval by relevant authorities or in accordance with specific provisions contained in the articles of association or government guidelines.
- 5.5. Through this Policy, the Company endeavours to ensure that its Board remains to provide strategic leadership and sound governance in the best interest of all stakeholders.

6. ROLE OF THE 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 where if need be.

7. REVIEW OF POLICY

The NRC will review this Policy periodically and recommend appropriate revisions to the Board. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by SEBI or Stock Exchanges of India or any other appropriate statutory authority.

8. DISCLOSURE OF THE POLICY

The Company shall disclose this Policy on its website.

