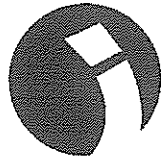


IRIS GLOBAL SERVICES LIMITED



IRIS GLOBAL

Board Diversity Policy

(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the (Listing Obligations and Disclosure Requirements) Regulations, 2015)

CIN: U72900DL2009PLC189527

Registered Address: 1, Bypass Road, Mahipalpur, 110037, New Delhi, India

POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

1. Title

This Policy on Board Diversity (the “**Policy**”) for the Board of Directors (the “**Board**”) of Iris Global Services Limited (“**Company**”) has been formulated by the Nomination and Remuneration Committee (“**NRC**”) in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) 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.

Accordingly, the Board of the Company has adopted this Policy on May 11, 2026.

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 a 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. Applicability

Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, the Nomination and Remuneration Committee of the Board of a listed entity 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. In compliance with the SEBI LODR Regulations, the Company has formulated this Board Diversity Policy 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. The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.

4. Policy Statement

The Company recognises and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise, and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company sees diversity at the Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board, and when possible, should be balanced appropriately.

The Company maintains that the Board appointments should be based on merit that compliments and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience, qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time-to-time for it to function effectively.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including, but not limited to:

- a. drive business results;
- b. make corporate governance more effective;
- c. enhance quality and responsible decision making capability;
- d. ensure sustainable development; and
- e. enhance the reputation of the Company.

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

- a. Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and



- b. 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.

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:

- a. **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 section 149 (1) of the Companies Act, 2013 (the "**Companies Act**") and regulation 17 of the SEBI Listing Regulations, the Company shall at all times have at least one woman director on the Board. Any intermittent vacancy of a woman director shall be filled-up by the Board at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.
- b. **Ethnicity:** The Company shall promote having a boardroom comprising of people from various ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources, and understanding for the benefit of the Company's business.
- c. **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, operations of the company's businesses and other disciplines related to the Company's businesses.

In the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

A. Optimum Composition

1. The Board shall have an optimum combination of executive and non-executive directors with at least one-woman director, and not less than fifty per cent of the Board of directors comprising non-executive directors in accordance with requirements of the Companies Act, SEBI LODR Regulations and other statutory, regulatory and contractual obligations of the Company.
2. At least half of the Board should comprise independent directors (where the chairman of the Board is executive) or at least one-third of the Board should comprise independent directors (where the chairman of the Board is non-executive).
3. At least half of the Board of the Company shall consist of independent directors, where the regular non-executive chairperson is a promoter or is related to any promoter or person occupying management positions at the level of the Board or at one level below the Board as required under Regulation 17 of the SEBI Listing Regulations.
4. The Board shall comprise of not less than six directors as required under Regulation 17 of the Listing Regulations.
5. The Company shall not appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
6. The Board of Directors shall meet for a minimum of four times every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.

B. Functional diversity

1. Appointment of directors to the Board of the Company should be based on the specific needs and business of the Company. Appointments should be made based on the qualification, knowledge, experience, and skill of the proposed appointee, which is relevant to the business of the Company.

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2. Knowledge of and experience in a domain area such as information technology, banking and finance, corporate, investment banking, legal, risk management, etc., should be duly considered while making appointments at the Board level. Taking this into account, appointment of female members to the Board is also to add value of a more diverse Board.
3. While appointing independent directors, care should be taken as to the independence of the proposed appointee.
4. Directorship in other companies may also be taken into account while determining the candidature of a person.

C. Stakeholder diversity

1. The Company may also have directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its articles of association and/ or any agreement between the Company and the nominating agency.
2. Subject to the provisions of Section 151 of the Companies Act, 2013, the Company may, upon notice of not less than one thousand small shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by small shareholders.

5. Role of the Nomination and Remuneration Committee ("NRC")

The NRC shall be responsible for:

- a) Reviewing and assessing the Board composition on behalf of the Board and shall recommend to the Board the appointment of new directors based on their qualifications, positive attributes and independence;
- b) 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;
- c) 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;
- d) Reviewing and reporting to the Board in relation to board diversity; and
- e) Make recommendations to the Board regarding the measurable objectives.

In reviewing the Board composition, NRC will consider the benefits of all aspects of diversity, including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

6. Monitoring and Reporting

(a) The NRC 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 making recommendations to the Board on the same.

(b) The NRC will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

7. Review

The effective implementation of this Policy requires that shareholders can judge for themselves whether the Board, as constituted, is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications, and characteristics of each Board member.

8. Disclosures

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

Date: 20.09.2026

Place: New Delhi

For Iris Global Services Limited



Director