



## **Jio Platforms Limited**

### Policy for Board Diversity, Selection of Directors and Determining Directors' Independence



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## 1. Introduction

Jio Platforms Limited (“JPL” or “the Company”) believes that the Board of Directors of the Company (the “Board”) consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this goal, JPL ensures constitution of the Board with a composition appropriate in terms of size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

JPL recognises the importance of Independent Directors in achieving the effectiveness of the Board. JPL aims to have an optimum combination of executive, non-executive and Independent Directors complying with the statutory requirements.

## 2. Scope

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

## 3. Terms and References

In this Policy, the following terms shall have the following meaning:

- i. “**Committee**” means a committee of Directors constituted by the Board.
- ii. “**Director**” means a director appointed to the Board.
- iii. “**Nomination and Remuneration Committee**” or the “**NR Committee**” means the committee constituted by JPL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 (the “Act”) and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time.
- iv. “**Independent Director**” means a director referred to in sub-section (6) of Section 149 of the Act, and Regulation 16 (1) (b) of Listing Regulations.

Words and expressions used but not defined herein, shall have the same meaning respectively assigned to them in the Act read with relevant rules thereunder.



#### 4. Policy

The NR Committee shall review and assess the Board composition and recommend to the Board the appointment of new directors considering the parameters given below:

##### i. Qualifications and criteria

- a. The NR Committee and the Board, shall review from time to time, skills, expertise, competencies, knowledge and experience required of the Board as a whole and its Directors. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.
- b. In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:
  - General understanding of the business in which the Company is engaged in;
  - Educational and professional background;
  - Skills, expertise and competencies;
  - Standing in the profession;
  - Personal and professional ethics, integrity and values; and
  - Willingness to devote sufficient time and energy to perform their duties and responsibilities effectively.
- c. The proposed appointee shall also fulfill the following requirements:
  - Shall possess a Director Identification Number ("DIN") or any other identification number prescribed by the Central Government which shall be treated as DIN for the purposes of the Act;
  - Shall not be disqualified under the Act, or pursuant to any order of Securities and Exchange Board of India or any other such authority;
  - Shall give his or her written consent to act as a Director;
  - Shall endeavour to attend all Board meetings and wherever he or she is appointed as a Committee member, the Committee meetings;
  - Shall abide by the code of conduct established by the Company;



- Shall disclose his or her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his or her shareholding at the first meeting of the Board in which he or she participates as a Director and thereafter at the first meeting of the Board in every financial year and whenever there is a change in the disclosures already made;
- In case of Independent Director, he or she shall be registered with Indian Institute of Corporate Affairs; and
- Such other requirements as may be prescribed, from time to time, under the Act, Listing Regulations and other relevant laws, if any.

d. The NR Committee, while reviewing the Board composition, shall consider the candidates on merit keeping the various aspects of diversity set out in this Policy.

e. The NR Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NR Committee or by an independent external agency and review its implementation and compliance .

## **ii. Criteria of independence for persons to be appointed as an Independent Director**

- a. The NR Committee shall assess their independence at the time of appointment / during the tenure as an independent director/ re-appointment to the Board. The Board shall assess the independence annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.
- b. The criteria of independence shall be as laid down in Act, Listing Regulations and other relevant laws, if any, as amended from time to time.
- c. The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Act.

## **iii. Other directorships / committee memberships**

- a. The Board members are expected to have adequate time, expertise and experience to contribute to effective Board performance. While evaluating the suitability of the individual and making its recommendations to the Board, the NR Committee shall take into account the nature of his/her service on other Boards.



- b. A Director shall not serve as Director / Independent Director in such number of companies as may be prescribed under Act, Listing Regulations and other relevant laws, if any. Further, every Director before accepting directorship in other companies should ensure that it does not interfere with his/her role as a Director of JPL.
- c. A Director shall not be a member or act as Chairman of such number of companies as may be prescribed under the Act, Listing Regulations and other relevant laws, if any.

**iv. Board Diversity**

The following attributes would be considered and reviewed on an on-going basis while assessing the Board Diversity:

- i. Number of Board Members
- ii. Age Mix
- iii. Retired / Active
- iv. Gender Diversity
- v. Domain Expertise
- vi. Geographical Experience
- vii. Board Term
- viii. Number of Independent Directors
- ix. Board Leadership Structure

**5. Amendment**

Any subsequent amendment / modification in the provisions of the Act or any other governing Act / Rules / Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.

*(This Policy was approved by the Board of Directors at its meeting held April 24, 2026)*