

SHIPWAVES ONLINE LIMITED
(Formerly SHIPWAVES ONLINE PRIVATE LIMITED)

Policy on Board Diversity

(Policy on Board Diversity has been approved in the Board Meeting dated 9th June 2025)

1. INTRODUCTION

Shipwaves Online Limited (formerly known as Shipwaves Online Private Limited) (“**Company**”) is one of the companies in India carrying on the business of a comprehensive, single unified platform designed to meet our client’s shipping and logistical needs. The Company’s expertise spans across multimodal transportation solutions, offering seamless end-to-end support for shipments across Ocean, Land, and Air. With a focus on providing efficient, cost-effective, and reliable services, the Company enable businesses to manage and move shipments globally with ease. It is, therefore, imperative that the Board of Directors of the Company (“**the Board**”) consists of individuals who together offer an optimal mix of skills, experiences and backgrounds. Company, acknowledging the importance of diversity in the Board, has framed a formal policy on Board Diversity in accordance with the Regulation 19(4) and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

2. OBJECTIVE

The Board Diversity Policy (“**the Policy**”) sets out the approach to diversity on the Board of the Company. The Policy applies to the Board. It does not apply to diversity in relation to employees of company.

3. POLICY STATEMENT

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

All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which are required on the Board for it to be effective.

The Board, while considering a candidate for appointment to the Board, shall ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The Board recognises that

gender diversity is a significant aspect of diversity and acknowledges that women with the right skills and experience are key contributors to diversity of perspective on the Board.

The total number of directors constituting the Board shall be in accordance with the Articles of Association of the company. The Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with at least One woman director and the composition of the Board shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI Listing Regulations and the statutory, regulatory and contractual obligations of the Company.

4. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board (**‘the Committee’**) reviews and assesses Board composition on behalf of the Board and lays down the criteria for appointment to the Board and recommends the appointment of new Directors to the Board. The Committee also oversees the annual evaluation of the Board as per the guidance provided in the Evaluation Policy.

In reviewing Board composition, the Committee 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.

As part of the annual performance evaluation of the Board, Board Committees and individual Directors, the Committee will consider the balance of skill, knowledge, experience, independence, and diversity on the Board, to evaluate the effectiveness of the Board as a whole.

The committee also recommends to the board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Committee is responsible for developing measurable objectives to implement this policy and for monitoring progress towards the achievement of these objectives.

5. REVIEW OF THE POLICY

The Nomination and Remuneration Committee shall periodically review the Policy, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for its approval.

6. DISCLOSURE OF THE POLICY

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of the Companies Act 2013 and SEBI Listing Regulations.