

BOARD DIVERSITY POLICY

1. Purpose:

This Policy aims to set out the approach to achieve diversity on the Board of Directors (“Board”) of Zuari Agro Chemicals Limited (“the Company”) in accordance with the provisions contained in Regulation 19(4) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“Regulation”). Part- D of Schedule II of the Regulation 19(4) requires the Nomination and Remuneration Committee (“NRC”) of the Board to devise a policy on Board Diversity.

2. Vision:

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

3. Policy Statement:

With a view to achieving a balanced and sustainable growth of the Company, the Company recognizes diversity at the Board level as an essential element in maintaining a competitive advantage. It is recognized that a Board composed of appropriately qualified people with a broad range of experience relevant to the business is important to the effective corporate governance and sustained commercial success of the Company.

In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to age, gender, educational background, ethnicity, professional experience, skills, knowledge, and experience at Board level, industry level experience and length of service. These aspects will be considered in determining the composition of the Board and wherever possible should be balanced appropriately. All appointments of Directors shall be made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective

4. Implementing Authority:

The NRC shall review and assesses the composition of the Board of Directors and recommend the appointment of new Directors. The NRC shall also oversee the conduct of the annual review of Board effectiveness.

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

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board. Selection of candidates for appointment of Directors will be based on a range of diversity perspectives, including but not limited to age, gender, educational background, ethnicity, professional experience, skills, knowledge, experience at Board level, industry level experience and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As part of the annual performance evaluation of the effectiveness of the Board, the NRC will consider the balance of skills, experience, independence and knowledge of Directors on the Board and the diversity representation of the Board, including adequate representation of women director, how the Board functions as a unit, and other factors relevant to its effectiveness.

5. Monitoring and Reporting

The NRC will report annually, in the Corporate Governance Section in the Annual Report, on the Board diversity policy and the process it has followed in the appointment of Directors on the Board.

6. Review of this Policy

The NRC will review this Policy, as and when it considers necessary, to ensure the effectiveness of this Policy. The NRC will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

7. Conflict of law clause:

Any provision in this policy, insofar as it is inconsistent or contradictory with the provisions of law and/ or any statutory enactments shall, to the extent of such inconsistency, be void and the provisions of law/ statutory enactment shall prevail.