

## BOARD DIVERSITY



### JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

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| Effective Date | November 4, 2024                      |
| Recommended by | Nomination and Remuneration Committee |
| Approved by    | Board of Directors                    |

## **JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

### **POLICY ON BOARD DIVERSITY**

#### **PURPOSE**

This Policy aims to achieve diversity in the Board of Directors of the Company (“the Board”) and shall be called “Policy on Board Diversity”. The policy is framed by Nomination and Remuneration Committee (“NRC”) in compliance with the provisions of Regulation 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, 2015 (“Listing Agreement”).

#### **DEFINITIONS**

For the purpose of this Board Diversity Policy the following terms shall have the meanings assigned to them hereunder:

"Board" means the board of directors of the Company;

"Board Diversity Policy" means this policy, as amended from time to time;

"Committee" means the Nomination and Remuneration Committee of the Board;

"Companies Act" means the Companies Act, 2013, read with the rules thereunder, as amended;

"Director" means a member of the Board;

#### **OPTIMUM COMPOSITION**

The Board shall have an optimum combination of executive and non-executive directors and not less than fifty per cent of the Board of Directors comprising non- executive directors;

At least half of the Board should comprise of independent directors (where the Chairman of the Board is executive) or at least one-third of the Board should comprise of independent directors (where the Chairman of the Board is non- executive);

Where the regular non-executive chairperson is the promoter or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the Board should comprise of independent directors;

The Company shall continue to have at least one-woman director on the Board to ensure that there is no gender inequality on the Board.

#### **APPROACH**

In designing the Board’s composition, Board diversity shall be considered from a number of aspects, including but not limited to gender, cultural and educational background, community, nationality, geographical location, professional experience and skills. All Board appointments will be based on meritocracy and candidates shall be considered against objective criteria, having due regard to diversity of the Board.

While appointing independent directors, care should be taken as to the independence of the proposed appointee;

Directorships in other companies may also be taken into account while determining the candidature of a person.

The NRC may consider the above factors while recommending to the Board a new person for appointment as Director. While aiming at diversity, all the appointments to the Board will be based on merit with respect to the skill, experience, independence, knowledge and expertise.

## **REVIEW OF THE POLICY**

The Committee will review the Policy as and when required, which will include an assessment of the effectiveness of the Policy and as well as identifying appropriately qualified persons to occupy Board positions. The Committee will discuss any revision that may be required and recommend the same to the board for approval.

The Committee will also ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

## **AMENDMENT**

Based on the recommendation of the NRC, the Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the Companies Act, 2013, Listing Agreement and/or any other applicable law or regulation.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over the policy.

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The Policy on Board diversity has been approved by the Board on November 04, 2024 on recommendation of the Nomination and Remuneration Committee. It shall be effective from November 04, 2024.