



## **BOARD DIVERSITY POLICY**

### **INTRODUCTION:**

In terms of Section 178 of the Companies Act, 2013, rules made thereunder and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as amended from time to time, this policy on Board Diversity ('the Policy') has been formulated. The Policy has been adopted by the Board of Directors on May 08, 2024.

This policy had been formulated to set out the approach to achieving the diversity on the Board of Directors ('Board') of J.G.Chemicals Limited. The Policy shall act as a guideline for determining qualifications, positive attributes, independence of a Director and matters relating to the appointment and removal of Directors.

### **VISION:**

The Company recognises the importance and benefits of having a diverse Board in enhancing its operating results and quality of its performance.

### **POLICY STATEMENT:**

In pursuit of sustainable and balanced development, the Company recognizes the importance of enhancing diversity at the Board level as a key factor in supporting its strategic objectives and sustainable growth. It is firmly believed that a diverse Board composition will better enable the Company to realize its vision effectively. Upholding principles of good Corporate Governance throughout the organization is a top priority, ensuring fair and transparent conduct in all Company affairs. The Company is committed for enhancing its efficiency, effectiveness, and social responsibility by upholding the highest standards of professionalism, honesty, integrity, and ethical behaviour. To promote accountability and transparency, the Company consistently reviews and refines its existing systems and procedures.

In terms of the requirement under Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and other applicable laws, the Board of Directors along with the consultation of NRC Committee has framed this Board Diversity Policy. The purpose of this Policy is to provide a framework to ensure a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

While determining the composition of the Board, the Company emphasizes the importance of merit-based appointments that enhance and broaden the collective skills, experience, and expertise of the Board as a whole. Various factors are taken into consideration, including but not limited to gender, age, cultural and educational background, ethnicity, diversity of thought, professional experience, and expertise in areas such as finance, global business, leadership, technology, mergers and acquisitions, strategy, sales and marketing, risk management and compliance, policy evaluation, culture building, stakeholder value creation, environmental, social, and governance (ESG) considerations, as well as risk and cybersecurity. The Board considers these factors relevant and applicable in fostering board diversity and achieving its objectives.



The Company's board will periodically assess the structure, size, and composition of the board, as well as the appointment of new directors, to ensure a well-rounded mix of skills, experience, and expertise aligned with the Company's business needs. This evaluation will include consideration of the benefits of diversity on the Board.

**MEASURABLE OBJECTIVES:**

The NRC Committee of the Board is responsible for ensuring that the Board has the right balance of skills, experience and knowledge and, in accordance with its terms of reference, shall:

- Consistently evaluate Board composition, succession planning, talent development, and broader diversity initiatives.
- Select qualified candidates for appointment based on merit, considering the advantages of diversity in advancing the Company's success for the benefit of its shareholders, as well as the skills, experience, background, independence, and expertise of existing Board members.

The Board shall maintain an optimal mix of executive, non-executive, and independent directors as mandated by the Articles of Association of the Company, the Companies Act, 2013 ("Act"), and the SEBI (LODR) Regulations, 2015. All requisite disclosures regarding the policy and related details shall be made in accordance with the SEBI Listing Regulations and the Act. The policy will also be accessible on the company's website.

**REVIEW, MONITORING AND REPORTING:**

The Board, in collaboration with the NRC Committee, will periodically assess the implementation of this Policy to ensure its efficacy. At suitable intervals, measurable objectives for attaining Board Diversity will be established. Additionally, the Committee will annually report on the Board's composition from diversity perspectives in the Corporate Governance Report.

**AMENDMENT AND UPDATES:**

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail. This Policy will be reviewed by the Committee as and when deemed necessary. The Company Secretary being the Compliance Officer is also authorised to make amendment in this Policy, where there are any statutory changes necessitating the amendment in the Policy. The Board in consultation with the Committee may also establish further rules and procedures from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

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