

**PONDY OXIDES AND CHEMICALS LIMITED**

**BOARD DIVERSITY POLICY**

**1. Scope**

This Policy on Board Diversity (the “**Policy**”) applies to the Board of Directors (the “**Board**”) of Pondy Oxides and Chemicals Limited (“**Company**”). The Nomination and Remuneration Committee of Directors of the Company (the “**NRC**”) had formulated this policy and the same has been approved by the Board.

**2. Purpose**

As prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations), one of the key functions of the Board of a listed company is to ensure existence of a transparent board nomination process with a focus on diversity of thoughts, varied experience, industry knowledge, broader perspective, integrity and gender representation.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the organization significantly. A diversified board not only enhances board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Company’s stated goals and strategic objectives.

This Policy should be read with the Policy on Appointment of Directors and Members of Senior Management, as amended by the Board of Directors of the Company, from time to time (“Nomination and Remuneration Policy”).

### **3. Policy Implementation**

The NRC, under the Directors Appointment Policy, is authorised to select potential candidates for appointment as Directors to the Board. While selecting potential candidates, the NRC would consider the following:

- When selecting candidates to be appointed as Directors to the Board, the NRC shall assess appropriate mix of diversity, ensure that the candidates have the highest levels of personal and professional ethics and integrity, appropriate skills, knowledge, experience and expertise in one or more fields of business including finance, accounting, management, sales, marketing, administration, research, corporate governance, technical operations, law or any other discipline related to the business of the Company.
- While evaluating candidates, the NRC shall also consider the qualifications and skill sets of the existing Non-Executive Directors, to ensure an overall diversity in the skill sets of the Board as a whole, keeping in mind the current business operations, future growth, diversification plans and also the need to fill in the competency gaps, if any.
- While selecting candidates for appointment to the Board, the NRC shall look at not only the requisite qualifications and skill sets of the candidates but also of the members of the existing Board.
- The Company believes in gender diversity. The Company, as required under the provisions of the Companies Act, 2013, Rules made there under and the Listing Regulations would have adequate number of woman directors on its Board including woman independent director.

### **4. Policy Review**

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the NRC/Board from time to time.