

ZENITH EXPORTS LIMITED

Policy on Board Diversity

CONTENTS

1. Preamble 3

2. Definition..... 3

3. Objective 4

4. Policy Overview 4

5. Policy Review..... 4

6. Disclosures..... 5

7. Version History5

1. PREAMBLE

The policy on Diversity of Board of Directors (“Policy”) has been devised by the Nomination and Remuneration Committee (“Committee”) of **Zenith Exports Limited** in line with Regulation 19 (4) read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013. The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company. The policy charters the path as paved by the NRC to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

The Policy outlines the Company’s intent to have an optimal mix of Board members from different backgrounds, to leverage their expertise and opinions on important aspects and enable long-term sustainable growth of the Company.

2. DEFINITIONS

In this Policy unless the context otherwise requires,

“**Act**” means the Companies Act, 2013 or the Securities and Exchange Board of India Act, 1992 or any statutory modification or re-enactment thereof and includes any Rules and Regulations framed thereunder, as the case may be in respect to the reference made in the provisions under this Policy;

“**Board of Directors**” or “**Board**” means the collective body of the Directors of the Company;

“**Company**” means **Zenith Exports Limited**;

“**Independent Directors**” shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as revised from time to time).

“**Nomination and Remuneration Committee (NRC)**” of the Company means the committee as constituted or reconstituted by the Board, in accordance with the Section 178 of the Companies Act, 2013 (“the Act”) and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

3. OBJECTIVE

An effective Board, through its expert members with diverse skill sets and backgrounds, helps the Company achieve its vision and mission through:

- i. Enhancing the decision-making process, thereby enabling optimum utilization of time and facilitating structured outcomes
- ii. Effectively channelizing the inputs and opinions of the Board members, to arrive at viable solutions for the business challenges and setting strategic outcomes.
- iii. Enabling self-development for Board members in terms of gaining from varied skill sets, with the aid of shared expertise of members.
- iv. Ensuring compliance of the highest standards of Ethics and Corporate Governance.

4. POLICY OVERVIEW

The Company aims to enhance the effectiveness of the Board by diversifying its composition so that the Company gets the benefit out of such diversity in better and improved decision making, which will provide better corporate governance.

The composition of the Board shall ensure representation from:

- i. Individuals having varied skills / expertise / competencies for the effective functioning of the Board and Company.
- ii. Individuals having requisite qualifications, tenure, experience & age.
- iii. Appropriate mix of cultural, geographical and gender diversity.
- iv. Appropriate mix of independent and non-independent directors in accordance with the Companies Act, 2013 and SEBI LODR Regulations.

5. POLICY REVIEW

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

6. DISCLOSURES

This policy shall be hosted on the website of the Company and a web link thereto shall be provided in the annual report of the Company. The necessary disclosure about the policy further, if any, will also be made as per requirements of the Act.

The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification / characteristics etc. The policy shall be made available on the website of the Company.

7. VERSION HISTORY

Sr. No.	Version	Created by	Reviewed and Recommended by	Approved By	Approval Date	Amendment Summary
1	Initial	Secretarial Department	Audit Committee	Board of Director	30.05.2024	Amended as required by SEBI LODR
