



**TRANSCHEM
LIMITED**

TRANSCHEM LIMITED

BOARD DIVERSITY POLICY

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❖ Contents ❖

1. Introduction
2. Scope
3. Purpose
4. Objective
5. Nomination and Appointment
6. Monitoring, Tracking and Reporting
7. Amendments and Updates

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BOARD DIVERSITY POLICY

1. INTRODUCTION:

The Board of Directors ("**Board**") of Transchem Limited ("**Company**") has decided to consider and formulate a policy on diversity of the composition of the Board by the name of Board Diversity Policy ("**Policy**"). The Policy sets out the approach to have diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company.

2. SCOPE:

This Policy applies to the Board. It does not apply to the employees generally.

3. PURPOSE:

This policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, offering a broad range of perspectives that will ensure that company maintains its competitive advantage.

4. OBJECTIVE:

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- a) Enhance quality and responsible decisions making capability and ensure better business performance;
- b) Encourage diversity of perspectives thereby fuel creativity and innovation;
- c) Complement and expand the skills, knowledge and experience of the Board as a whole;
- d) Make Corporate Governance more effective.

5. NOMINATION AND APPOINTMENT:

The Nomination and Remuneration Committee ("**Committee**") of the Board shall be responsible for:

- a) Reviewing and assessing the composition and performance of the Board.
- b) Identify appropriate qualified personnel to occupy Board position.
- c) Suggest appropriate expertise and diversity required based on future projected activities of the Company.



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- d) Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board.
- e) Ensuring that selection process is formal and thorough and non-discriminatory.
- f) Review and report any changes in relation to the diversity of the Board.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for the Board membership, as well as in evaluating the Board and its individual members.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulation**”) and other statutory/regulatory/contractual obligations of Company.

6. MONITORING, TRACKING AND REPORTING:

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, 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 necessary disclosures about the policy and other details should be made as per the requirements of the SEBI Regulation and Companies Act, 2013. The policy shall be made available on the website of the Company.

7. AMENDMENTS

- a) This Policy is framed based on the provisions of the Applicable Laws.
- b) In case of any subsequent changes in the provisions of the Applicable Laws which makes any of the provisions in the Policy inconsistent with such provision of the Applicable Laws, then such provisions of the Applicable Laws would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with Applicable Laws.
- c) This Policy shall be reviewed by the Committee, as required from time to time. Any changes or modification to the Policy as recommended by the Committee would be placed before the Board for their approval.

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