



JD ORGOCHEM LIMITED

**POLICY FOR DETERMINING QUALIFICATIONS, POSITIVE
ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR**

(Revised on 10th February, 2023)

1. INTRODUCTION

- 1.1 The primary objective of this policy is to provide a framework and set standards for identifying qualifications and positive attributes for the Directors and Senior Management Personnel.
- 1.2 The policy aims at providing framework for evaluating the performance of all directors.
- 1.3 The policy aims to determine the criteria for independence of the independent directors.
- 1.4 The policy also aims to achieve a balance of merit, experience and skills amongst its Directors and Senior Management Personnel.

2. SCOPE OF THE POLICY

- 2.1 This policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and Senior Management Personnel and to determine the independence in case of Independent Directors of the Company.

3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

- 3.1 **“Director”** means a director appointed to the Board of the Company
- 3.2 **“Nomination and Remuneration Committee”** means the committee constituted by Board of JD Orgochem Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 3.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.4 The term **“Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.”.

1. POLICY

1.1 Role and responsibilities of the Nomination and Remuneration (‘NR’) Committee:

- 1.1.1 Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy, with the objective to diversify the Board;
- 1.1.2 Identifying individuals suitably qualified to be appointed as Directors and Senior Management Personnel of the Company;
- 1.1.3 Assessing the independence of Independent Directors;
- 1.1.4 Such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provision of the Companies Act, 2013 and Rules made thereunder.

1.2 Qualifications, Positive Attributes and Criteria for Appointment of Director and Senior Management Personnel:

- 1.2.1 General understanding of the Company’s business dynamics, global business;
- 1.2.2 Educational and professional background;
- 1.2.3 Expertise in specific function;
- 1.2.4 Industry experience;
- 1.2.5 Demonstrable leadership skills;
- 1.2.6 Standing in the profession;
- 1.2.7 Personal and professional ethics, integrity and values;

- 1.2.8 Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- 1.2.9 Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively; and
- 1.2.10 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel.

1.3 Qualifications, Positive Attributes and Criteria for Appointment of Director in specific:

- 1.3.1 Shall possess a Director Identification Number (DIN);
- 1.3.2 Shall not be disqualified under the Companies Act, 2013;
- 1.3.3 Shall give his/her written consent to act as a Director;
- 1.3.4 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee member, the Committee Meetings;
- 1.3.5 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- 1.3.6 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Agreement entered pursuant to the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and other relevant laws.

1.4 Criteria for evaluation of Directors including Independent Directors:

- 1.4.1 Anticipated contribution / value addition to the growth of the organisation;
- 1.4.2 Non - Compliance with applicable statutory provisions and other aspects/functions as may be applicable from time to time;
- 1.4.3 Attendance, complete participation and significant contribution to the matters referred in the meetings of Board and Committees of Board;
- 1.4.4 Raising of concerns to the Board;
- 1.4.5 Safeguard of confidential information;
- 1.4.6 Rendering independent, unbiased opinion on the resolutions at the meetings;
- 1.4.7 Being updated of the events in the industry;
- 1.4.8 Knowledge and being updated of the day to day affairs of the Company;
- 1.4.9 Appropriate consideration of internal audit reports, management responses and steps towards improvement;
- 1.4.10 Initiative in terms of new ideas and planning for the Company;
- 1.4.11 Safeguarding interest of whistle-blowers under vigil mechanism;
- 1.4.12 Professional skills, problem solving, and decision-making;
- 1.4.13 Compliance with policies of the Company, ethics, code of conduct, etc.;
- 1.4.14 Reporting of frauds, violation etc.;
- 1.4.15 Sharing information in planning the future and other business and operational strategies; and
- 1.4.16 Any other parameter/s, as may be considered fit and necessary.

1.5 Criteria for Independence of Independent Director

- 4.3.1 The NR Committee shall assess the independence of Directors at the time of appointment/reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by the Director.
- 4.3.2 The criteria of independence of directors shall be the same as laid down under the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.3.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

1.6 Criteria for evaluating the performance of the Board and Committees of the Board

- 4.3.1 Composition of Board / Committees of the Board viz; Audit Committee, Nomination and

Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee constituted as per the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

4.3.2 Board / Committee process;

4.3.3 Decision Making process at the Board / Committee Meeting;

4.3.4 Information shared at the Board / Committee Meeting by the Members;

4.3.5 Frequency of the Board/Committee Meeting;

4.3.6 Updation of knowledge relating to the Business and Laws at the Board / Committee Meeting by the Members.