

BALAJI AGRO OILS LIMITED

BOARD DIVERSITY POLICY

1. Purpose of this Policy:

The Board of Directors of Balaji Agro Oils Limited (the “Board”) shall have an optimum combination of Executive, Non-Executive and Independent Directors in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and the statutory, regulatory and contractual obligations of the Company.

This Policy on Board Diversity (the “Policy”) sets out the Company’s approach to ensuring adequate diversity on the Board in terms of thought, experience, knowledge, perspective and gender on the Board, based on the applicable laws, rules and regulations applicable to the Company and is devised in consultation with the Nomination and Remuneration Committee (the “Committee”) of the Board.

2. Scope of Application:

The Policy applies to the Board of Directors of the Company. It does not apply to diversity in relation to the employees of the Company.

3. Policy Statement:

The Company recognizes and embraces the importance of a diverse Board in its success. The Company believes that a truly diverse Board will leverage differences in thoughts, perspectives, knowledge, skills, industry experience, age, ethnicity, race and gender which will ensure that the company retains its competitive advantage. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

4. Role of Nomination & Remuneration Committee:

The Committee is responsible for assessing the composition of the Board, identifying appropriately qualified persons to occupy Board positions and reviewing the performance 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 the recommending persons on the Board, as well as in evaluating the Board and its individual members.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

Further, the Committee will ensure that no person is discriminated against on the grounds of religion, race, gender, pregnancy, child birth or related medical conditions, national origin, ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

5. Review of Policy:

The Committee will review this Policy on a regular basis to ensure its effectiveness and recommend appropriate revisions to the Board of the Company for their consideration and approval. Also, at any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.
