



## THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

CIN: L24129KL1943GOI000371

Registered Office: Eloor, Udyogamandal – 683 501, Kochi, Kerala

Ph. 0484-2546486 : Website: [www.fact.co.in](http://www.fact.co.in)

### **POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

(Adopted by the Board at the Meeting held on 08-11-2024)

#### **1. INTRODUCTION:**

This Policy deals with diversity of Board of Directors of The Fertilisers and Chemicals Travancore Limited (FACT) in terms of Schedule II Part D (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **2. POLICY:**

The Company believes that a diverse Board enhances the quality of the decisions made by it by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board.

FACT is a Central Public Sector Enterprise and Government Company within the meaning of Section 2 (45) of the Companies Act, 2013.

FACT being a Central Public Sector Undertaking under the administrative control of the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India, all members of the Board of Directors are appointed by the Ministry of Chemicals & Fertilizers.

The Board of Directors of FACT shall have an optimum combination of executive and non-executive directors with at least one independent woman director and not less than fifty per cent of the Board of Directors shall comprise of non-executive directors. If the Chairperson is a non-executive director, at least one-third of the Board of Directors shall comprise of independent directors and if the company does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors

As per the Articles of Association of the Company, The President of India shall have the right to nominate the directors on the Board of Directors of the Company.

The proposal for appointment of Directors on the Board of FACT is initiated by the Ministry of Chemicals & Fertilizers.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, it will be desirable to have candidates from a wide variety of backgrounds, without discrimination, on grounds of religion, race, gender, origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute

To align with the objectives and working environment of FACT the following qualifications, expertise, experience and attributes are desirable for Directors:

- Marketing, Engineering and Research
- Finance, accounting, economics and corporate governance
- Law, Agriculture and Rural Economy
- Environment and green technologies
- Public Sector Undertaking
- Business Management
- Risk Management
- Human Resources and General Administration
- Academia, Co-operative Sector and Social Work
- Any other matter the special knowledge and practical experience of which would, in the opinion of the Board, be useful to the Company.

The Board of Directors have constituted the Nomination and Remuneration Committee (NRC). Accordingly, the Nomination and Remuneration Committee shall periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

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 FACT shall continue to provide sufficient information to shareholders about the qualifications and experience of each Board Member.

### **3. DISCLOSURE OF POLICY**

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013.

### **4. REVIEW OF POLICY**

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to the Board for consideration and approval.

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