

**BOARD DIVERSITY POLICY
ZENITH STEEL PIPES & INDUSTRIES
LIMITED**

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1. PURPOSE

The need for diversity in the Board has come into focus post the changes in the provisions of the Companies Act, 2013 (“Act”) and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under the Listing Agreement(s).

This Board Diversity Policy (*‘Policy’*) sets out the approach to diversity on the Board of Directors (*‘Board’*) of Zenith Steel Pipes & Industries Limited (*‘ZSPIL’*).

2. SCOPE

This Policy applies to the Board of the Company.

3. POLICY STATEMENT

ZSPIL recognizes and embraces the importance of a diverse Board in its success. ZSPIL believes that a truly diverse Board will leverage inter alia differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge and skills including – expertise in financial, global business, leadership, technology, mergers & acquisitions, Board’s service, strategy, sales and marketing, environment social & governance (“ESG”), risk and cyber security and other domains, which will ensure that ZSPIL retains its competitive advantage.

ZSPIL believes that a diverse Board will contribute to the achievement of its strategic and Commercial objectives, including but not limited to:

- provide impetus to and drive business results;
- enhance effectiveness of corporate governance;
- enhance quality and responsible decision making capability;
- ensure sustainable development; and
- enhance the reputation of Zenith Steel Pipes & Industries Limited.

The Nomination and Remuneration Committee (*‘Committee’*) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

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

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.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of ZSPIL, the Companies Act, 2013, Listing Agreement(s) and the statutory, regulatory and contractual obligations of the Company.

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, ZSPIL shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

4. COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the (Name of Officer) Officer of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

The effective implementation responsibility of this Policy requires that shareholders should judge for themselves whether the Board as constituted is adequately diverse. To this end, Company shall continue to provide sufficient information to shareholders about the size, qualification and characteristics of each Board Member.

5. REVIEW

The Committee will review this Policy periodically and recommend appropriate revisions to the Board, in line with the changes that may be brought about due to any regulatory amendments or otherwise.