



Zydus Wellness Limited Board Diversity Policy

Policy versions

Sr. No.	Particulars	Board approval date	Effective from
1.	Initial adoption	February 9, 2015	February 9, 2015
2.	Revision	February 2, 2023	February 2, 2023

1. Purpose:

Board Diversity Policy (“the **Policy**”) is prepared by the Nomination and Remuneration Committee (“**NRC**”) and approved by the Board of Directors (“the **Board**”) as per the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”) and sets out approach towards diversity of the Board of Zydus Wellness Limited (“the **Company**”) in terms of thought, experience, knowledge, education, perspective, ethnicity and gender in the Board. The Company recognizes that gender diversity is a significant aspect of overall diversity dimension.

2. Applicability:

The Policy applies to the Board of the Company.

3. Policy Statement:

The Company believes that a diverse Board will, amongst others-

- a. Enhance the quality of decision making and ensure better business performance
- b. Encourage diversity of perspectives leading to creativity and innovation
- c. Complement and expand the skills, knowledge and experience of the Board as a whole, and
- d. Provide better corporate governance

A diverse Board will include and make good use of the differences in the skills, industry experience, background, race, gender, knowledge and other qualities of the individual members as a whole. Appointment of Directors will be done based on merits, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, research, human capital management, strategic planning, marketing, finance, banking, cyber security, general administration etc.

The Board of directors of the Company shall have an optimum combination of Executive and Non-Executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors. If the Chairman of the Board is non-executive director, non-promoter and is not related to the promoters or persons occupying management positions at the Board level or at one level below the Board, at least one-third of the Board should comprise of Independent Directors. In any other case at least 50% of the directors on the Board shall be Independent Directors.

Subject to the provisions of the applicable laws from time to time, the Board of the Company shall comprise of at least one woman director.

The Company will ensure that no person is discriminated on the grounds of religion, race,

gender, medical conditions, national origin, marital status, age or any other personal or physical attributes, which do not hamper such person's ability to perform as a Director.

The Board's composition will be disclosed in the Annual Report.

4. Review of Policy

The NRC shall monitor and periodically review the Board diversity and recommend to the Board, improvement, if any, in any aspects of diversity.

5. Succession planning

NRC shall support laying down a succession plan for Directors and drive the understanding of talent across the organization and support development programme for the Board. NRC may also review and suggest training for Directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board.

6. Interpretation

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and / or the Companies Act, 2013 or Rules made thereunder or the Listing Regulations.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to NRC and the decision of NRC in such a case shall be final.

7. Amendment in the Policy

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

The Chief Financial Officer and the Company Secretary are jointly authorised to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other regulatory authority. The amended policy shall be placed before the NRC / Board for noting and ratification.

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