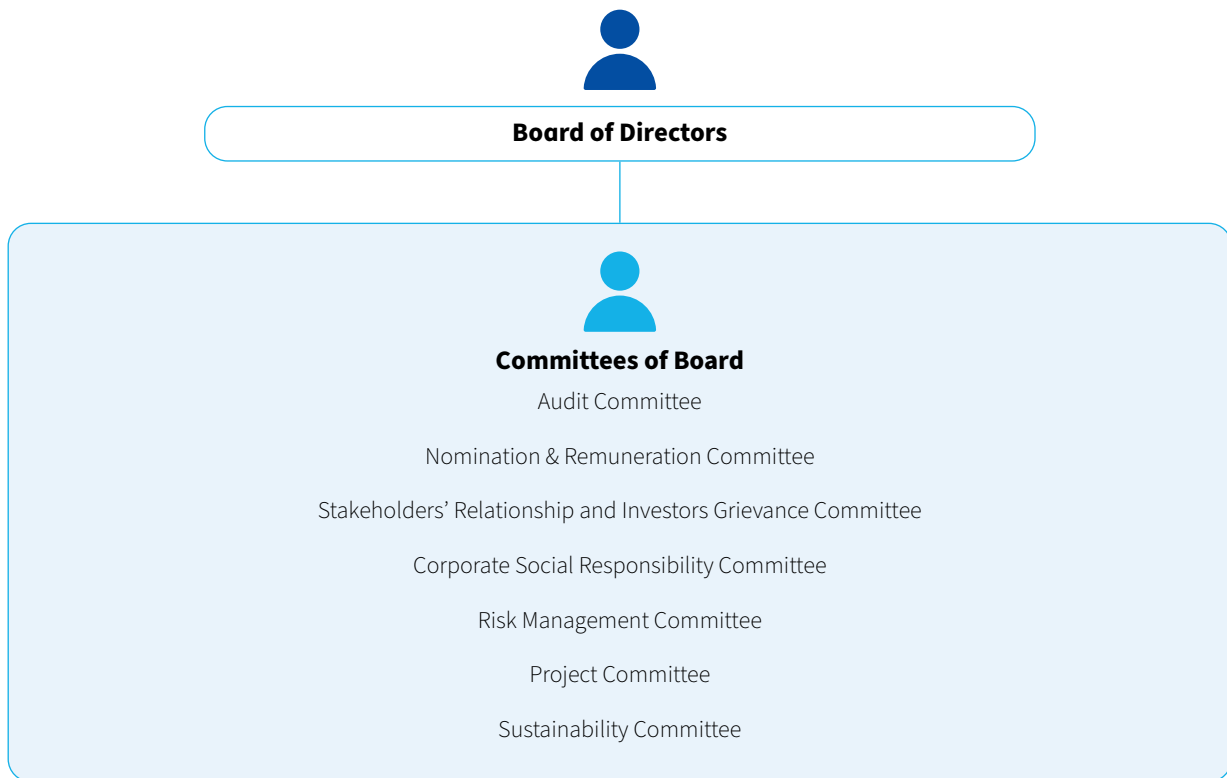


GOVERNANCE

Adhering to high governance standards

We promote responsible business operations based on the principles of ethics, integrity, transparency and accountability. We are committed to upholding the highest standards of corporate governance and robust risk management practices to maintain the trust of our stakeholders and foster sustainable business excellence.

CORPORATE GOVERNANCE FRAMEWORK



ROLE OF THE BOARD

The Board of Directors is the highest governance authority at Deepak Nitrite Limited and is responsible to guide and oversee Company's operations, ensuring its compliance with business ethics, values and Company's culture. With extensive experience and diverse perspectives, our Board of Directors possess a deep understanding of the business landscape, related challenges and opportunities for the Company. The Board provides strategic counsel to Company's management, guiding responsible operations for long-term sustainability and enhanced value creation for stakeholders.

BOARD COMPOSITION AND DIVERSITY

Our Board comprises 12 Directors, with an optimum mix of Executive and Non-Executive Directors, including one woman Director. Our Board has highly skilled professionals as directors, who enrich the organisation with their diverse expertise, perspectives and extensive corporate experience. Their collective knowledge spans various fields including Business, Finance, Law, IT, HR, Chemicals and Project Management.

DIVERSITY OF EXPERIENCE**66.67%**

Directors > 30 years of experience

33.33%

Directors <30 years of experience

AGE DIVERSITY**33.33%**

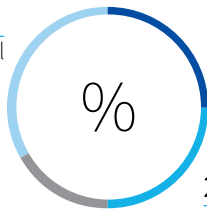
Directors between 36 – 55 years

50.00%

Directors between 56 – 70 years

16.67%

Directors >70 years

DIVERSITY OF EXPERTISE**33.33**
Chemical**25**
Business**16.67**
IT/HR**25**
Finance/Law/
Governance**58 Years**

Average age of Directors

30+ Years

Average experience of Directors

97%

Average attendance in Board meetings

BOARD COMMITTEES

The Company has duly constituted statutory Committees of Directors, that assists the Board in overseeing and guiding the Company's business operations in alignment with the Board's vision and directions. Each Committee operates under specific terms of reference which sets out its role and responsibilities, composition and scope of authority, ensuring effective governance.

Ethics, Integrity and Transparency

Strong governance is the foundation of conducting business operations with ethics, integrity and transparency. We are committed to maintaining honesty, trust, fairness and accountability towards our stakeholders. Our Board acknowledges and upholds the highest standards of ethics and values, committed to fostering ethical practices Company-wide. Our Corporate Governance comprises robust policies and protocols integrating ethical business conduct and integrity across the business operations.

POLICIES ON CORPORATE GOVERNANCE**Code of Conduct**

ZERO instances of breach of code in FY 2023-24

In accordance with the Listing Regulations, we have established and adopted a Code of Conduct ('the Code') for the members of the Board and the Senior Management. The Code strengthens the embodiment of DNL's culture and values, serving as a bedrock for our operational framework. It delineates the general principles of ethical business conduct and compliance of laws for guidance to our Directors and Senior Management.

In FY 2023-24, our Directors, Committees and Management have reaffirmed their responsibility for integrating good governance practices into our business in consistence with the provisions of the Code.



WHISTLEBLOWER POLICY

Our Whistle Blower Policy provides a formal vigil mechanism for the Directors and employees to report any actual or suspected unethical behaviour, misconduct, wrongdoing or breach of the Company’s Code of Conduct or ethics policy. The mechanism ensures that employees using the mechanism are protected against any form of victimisation and also allows for direct access to the Chairman of the Audit Committee in specific cases.

Sustainability & ESG Framework

SUSTAINABILITY VISION

- Zero harm
- Zero waste
- Zero discharge

Deepak Nitrite Limited’s sustainable development plan is aligned with the 17 UN Sustainable Development Goals (SDGs). Committed to the principles of United Nations Global Compact (UNGC), we strive to enhance our contribution towards global 2030 Sustainable Development Goals. Our R&D, technical services, operations are dedicated to achieving safe and sustainable manufacturing. We have set short-term and long-term measurable goals in key sustainability areas and continuously benchmark our systems against peers to identify and adopt best practices.

SUSTAINABILITY GOVERNANCE

Our Board offers leadership to the group and strategic guidance to the management, ensuring the alignment of the business operations with the sustainability framework, for long-term success and sustainable stakeholder value. As part of decision-making processes, the Board carefully weighs the long-term repercussions of its decisions, considers the interests of diverse stakeholders including employees, assesses the environmental impact of the Group’s operations and emphasises ethical business conduct. A robust risk management framework, strong internal controls and effective governance processes, equips the Board to make informed decisions.



PRIORITY AREAS TO IMPROVE BUSINESS SUSTAINABILITY



Health and Safety



Responsible Sourcing and Supply Chain sustainability



Energy and Climate change management



Water and Waste management



Compliance with regulatory requirements

Cyber security

ZERO instances of breach of cybersecurity in FY 2023-24

- o Mechanism to ensure compliance with regulatory standards
- o Trainings to employees and other relevant stakeholders

