

Our Governance Framework

Conducting Our Business with Integrity



- | | | |
|--|--|---|
| <p>1 Mr. Bhaskar Bhat
Chairman and Non-Executive Non-Independent Director</p> <p>4 Dr. Punita Kumar Sinha
Non-Executive Independent Director</p> | <p>2 Dr. C. V. Natraj
Non-Executive Independent Director</p> <p>5 Mr. R. Mukundan
Non-Executive Non-Independent Director</p> | <p>3 Ms. Padmini Khare Kaicker
Non-Executive Independent Director</p> <p>6 Mr. Sanjiv Lal
Managing Director & CEO</p> |
|--|--|---|

A B E

A B F

A C D F

A B C D E

C D E F



■ Chairperson

■ Member

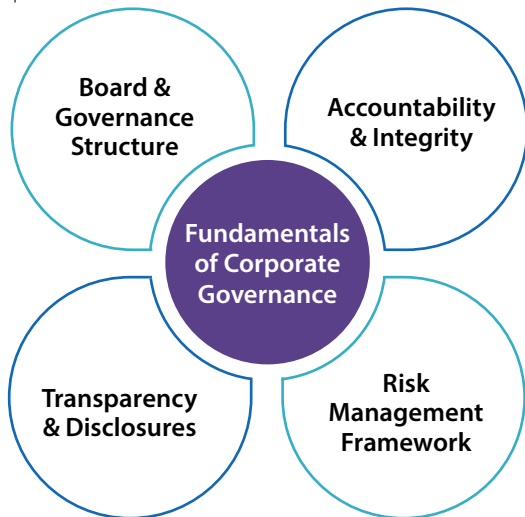
Board Committees

- A Audit Committee
- B Nomination and Remuneration Committee
- C Stakeholders Relationship Committee
- D Corporate Social Responsibility Committee
- E Safety, Health, Environment and Sustainability Committee
- F Risk Management Committee

Detailed profile of our Directors is available on our website at <https://www.rallis.com/about-us>

Corporate Governance Structure

Good governance has been the foundation of conducting our business. To maintain the highest standards of governance and ensure ethical conduct, various policies, processes and procedures are in place.



Distribution of Rights and Responsibilities between Members

Rallis has been led by an active and experienced Board, along with various Committees, each having a clear mandate laid out in the Charters and Terms of Reference. Our overall governance framework, systems and processes are designed to reflect and support our mission, vision and values. Our Senior Leadership operates under the guidance of the Board and Committees and is tasked with responsibilities to ensure smooth business functioning and to keep the Board well informed.

Skills/Expertise/Competencies

The Board has also reviewed the list of core skills, expertise and competencies of the Board of Directors as required in the context of the businesses and sectors applicable to the Company which was mapped with each of the Directors on the Board. The same is disclosed in the Corporate Governance Report forming part of this Integrated Annual Report.

Organisational Code of Conduct

Our Policies and Processes

- Tata Code of Conduct (TCoC)
- Risk Management Policy
- Governance Guidelines on Board Effectiveness
- Anti-Money Laundering and Anti-Bribery and Anti-Corruption Policy
- Whistleblower Policy
- Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Work-place
- Code of Corporate Disclosure Practices
- Business & Human Rights Policy
- Code for Prevention of Insider Trading

Code of Conduct, Policies and Ethics

The value of ethics has been enshrined in the TCoC. Ethical concerns are tracked and reported to the Audit Committee of the Board periodically. The Board and Management review the compliance and effectiveness of policies and processes periodically

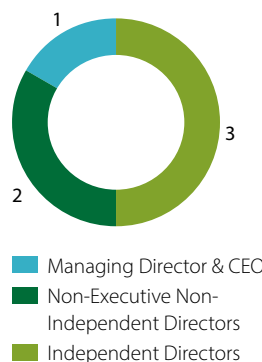
Governance and Sustainability

Addressing societal impact is a key attribute of corporate sustainability at Rallis. We have several processes and special projects to address our impact on society and anticipate and prepare for concerns proactively. We endeavour to address a majority of the 17 Sustainable Development Goals (SDGs) aimed at building economic capital, ensuring environmental integrity, enabling economic development and building social capital.

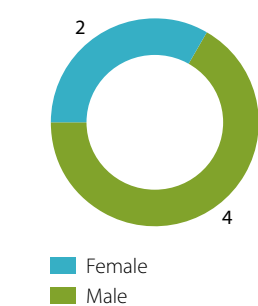
Board Diversity

The Company has adopted Governance Guidelines on Board Effectiveness that cover the composition, role, induction and development of the Board, as well as diversity. The Board periodically evaluates the need for change in its composition and size. Our Board nomination process is transparent and promotes diversity of thought, experience, knowledge, perspective, age and gender. Our Directors come from diverse backgrounds with special skills relevant to their industries. We strive to maintain diversity and independence through a mix of Non-Executive Non-Independent (NE-NID) & Independent Directors (ID) and male and female Directors.

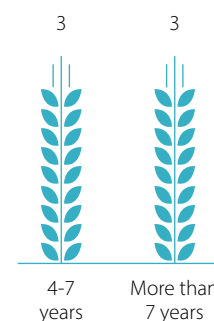
Board Composition



Board Gender Diversity



Board Tenure



Age

