

## **POLICY ON BOARD DIVERSITY**

### **1. BACKGROUND**

PG Electroplast Limited (hereinafter referred to as "**PGEL**" or "**the company**") is governed by the Companies Act, 2013 ("**Companies Act**") and rules notified thereunder, the Securities and Exchange Board of India [Securities Contracts (Regulation) Act, 1956] read with rules notified thereunder, the Securities and Exchange Board of India [Securities Contract (Regulation) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Nomination and Remuneration Committee ("**NRC**") shall lay down a policy on diversity of the Board of Directors.

### **2. OBJECTIVE**

The objective of this Policy is to ensure that the Board of Directors ("**Board**") of **PGEL** has an appropriate balance of skills, experience, knowledge, independence, and diversity to enable it to discharge its duties effectively and support sustainable long-term value creation for stakeholders.

### **3. PARAMETERS OF BOARD DIVERSITY**

The Company strongly believes that board appointment should be based on merit that expands the skills, experience and expertise of the board as a whole, taking into account highest levels of personal and professional ethics, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the board might consider relevant and applicable from time to time towards achieving board diversity

While considering the appointment of Directors, the NRC and the Board shall take into account the following diversity attributes, *inter alia*:

#### **i. Composition**

Board of directors 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.

Since the Chairman of the Board is an executive director, at least half of the Board should comprise independent directors.

#### **ii. Skills, Competence, and Expertise**

An appropriate mix of professional skills and functional expertise, including but not limited to:

- Strategy and Planning
- Governance
- Technical skills
- Accounts and Finance
- Sales and Marketing
- Industry Experience
- Behavioral
- Forward and Conceptual Thinking

### **iii. Experience and Background**

- Experience at senior management or board level
- Entrepreneurial experience
- Exposure to listed companies, unlisted companies, or public sector undertakings
- Domestic and/or international experience

## **4. IMPLEMENTATION**

- The NRC shall be responsible for identifying suitable candidates for appointment to the Board in accordance with this Policy.
- The NRC shall ensure that the Board composition reflects an optimal balance of diversity attributes, without compromising on merit and competence.
- Appointment of Directors shall continue to be based on qualification, integrity, experience, and merit, with due regard to the benefits of diversity.

## **5. MODIFICATION & REVIEW OF THE POLICY**

In case of any subsequent changes in the Companies Act or any other applicable regulations which makes any of the provisions in the Policy inconsistent with the Companies Act or regulations, then the provision of the Companies Act or regulations would prevail over the Policy and the provisions of the policy would be modified in due course to make it consistent with the applicable law.

The Nomination and Remuneration Committee shall have the power, subject to applicable laws, 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.

This Policy shall be reviewed periodically, unless an earlier review is required to ensure that it meets the regulatory requirements or latest industry practice or both.

***Further, reviewed and adopted by the Board pursuant to Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015 at the meeting held on 02/02/2026.***