

LGB FORGE LIMITED

BOARD DIVERSITY POLICY

Preamble:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to have in place a policy on Board Diversity. Thus, the Company has put in place this Board Diversity Policy ('Policy') which sets out the approach to diversity among the Board of Directors ("Board") of LGB Forge Limited.

The primary objective of this Policy is to ensure existence of a transparent Board nomination process with a focus on integrity, diversity of thoughts, varied experience, industry knowledge, skill sets, broader perspective and gender representation on the Board of LGB Forge Limited without giving importance to the race and ethnicity, etc.

Scope:

This Policy shall be applicable to the Board of Directors of LGB Forge Limited.

Policy Statement:

1. LGB Forge Limited believes that an active, well-informed and diverse Board is necessary to ensure highest standards of Corporate Governance and that diversity of the Board would bring in variety of thought processes thereby enhancing quality of deliberations, guidance and decisions.
2. It shall be the endeavour that the Directors on the Board of LGB Forge Limited shall come from diverse experiences, backgrounds and possess expertise, skills and experience required to manage and guide growth and protect the interests of various stakeholders including policyholders.
3. The Board shall also have an optimum combination of Executive, Non-Executive and Independent Directors including women Independent Director in accordance with the requirements of the Companies Act, 2013 and the Rules made thereunder and SEBI (LODR) Regulations, 2015 as amended from time to time.
4. The provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended require the Board and the Nomination and Remuneration Committee to formulate the criteria for determining qualifications, positive attributes and independence of Directors.

5. In the process of attaining a diverse Board based on the aforementioned norms, the following should also be assessed.
 - a. The total number of directors shall be in accordance with the Articles of Association.
 - b. The Board should have an optimum number of executive and non-executive directors and not less than 50% of the Board should consists of the non-executive directors and shall have at least one-woman director on the Board subject to the applicable law.
 - c. When the Chairperson of the Board is a Non-Executive Director, at least one third of the Board shall comprise of Independent Directors and when the Company does not have a regular non-executive chairperson, or when the regular non-executive chairperson is a promoter or related to any promoter or person occupying management position at the Board level or at one level below the Board, at least half of the Board shall comprise of Independent Directors.
 - d. While appointing the Independent Directors, care should be taken as to the independence of the proposed appointee.
 - e. Directorships in other companies may also be considered while determining the candidature of a person.
 - f. The overall composition of the Board should comply with the provisions of the Articles of Association, the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
6. NRC will discuss and agree the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption from time to time. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.
7. NRC will review the Policy as and when required and recommend it to the Board of Directors.

(The amendments to this policy has been approved by the Board of Directors, at their meeting held on May 22, 2024 and the same has been made effective from that date).