POLICY ON DIVERSITY OF BOARD OF DIRECTORS

OF

SAEL INDUSTRIES LIMITED

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DEFINITIONS AND INTERPRETATION

1. Definitions

"**Applicable Law**" shall mean all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, the SEBI Act, Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions, including but not limited to the RBI and the Ministry of Corporate Affairs of the Government of India;

"**Board**" shall mean the board of directors of the Company;

"**Board Diversity Policy**" / "**Policy**" shall mean this policy, as amended from time to time;

"**Companies Act**" shall mean the Companies Act, 2013, and rules and regulations made thereunder, as amended from time to time;

"**Company**" shall mean SAEL Industries Limited;

"**Candidate**" shall mean any person assessed by the NRC for recommendation to the Board for appointment as Director;

"**Director(s)**" shall mean a member of the Board;

"**Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

"**NRC**" / "**Committee**" shall mean the Nomination and Remuneration Committee of the Company;

"**RBI**" shall mean the Reserve Bank of India;

"**SEBI Act**" shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time.

2. Interpretation

Unless defined expressly herein, all capitalised terms used in this Policy shall have the meanings assigned to them under the Companies Act, the SEBI Act, as amended from time to time, the Listing Regulations, the Securities Contracts (Regulation) Act, 1956, as amended from time to time, the Depositories Act, 1996, as amended from time to time.

In the event of any conflict between this Policy and Applicable Law, the Applicable Law shall prevail. Any amendment / modification to the Applicable Law shall automatically apply to this Policy, to the extent applicable.

3. Background

Pursuant to the Regulation 19(4), read with Part D of Schedule II of the Listing Regulations, the NRC of the Board of a listed entity is required to devise a policy on the diversity of the Board. In compliance with the Listing Regulations, the Company has formulated this Board Diversity Policy.

4. Objectives

The Company is committed to dealing with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

The Board Diversity Policy is framed to aid balanced decision-making by the Board, with the ability to propose, evaluate and implement effective management solutions by leveraging the unique individual experiences of Directors to further the strategic and commercial goals of the Company.

The Company believes that a diverse Board will enhance the breadth of perspective and quality of the Board decisions by harnessing, *inter-alia*, the differences in thought, knowledge, skills, age, gender, industry experience, educational and professional qualifications, social, and cultural and geographical backgrounds of the Directors, which will ensure that the Company retains its competitive advantage, make corporate governance more effective, enhance quality of decision making capability, ensure sustainable development while fulfilling its social responsibilities and enhance the reputation of the Company.

The Company maintains that the Board appointments should be based on merit that compliments and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience, qualifications, age, and educational background, and any other factors that the Board might consider relevant and applicable from time-to-time for it to function effectively.

5. Scope

The Board Diversity Policy shall be read along with the Nomination and Remuneration Policy of the Company and applies to the Board composition only and does not apply to employees of the Company.

6 Board Diversity

The NRC shall consider the Board Diversity Policy, along with the Nomination and Remuneration Policy, in assessing the Board composition and making recommendation(s) to the Board for appointment of Director(s).

The NRC is, *inter-alia*, responsible for identifying and recommending persons to the Board for appointment as Director and for reviewing the performance of the Board. The NRC shall make recommendations to the Board for appointment as a Director by assessing the profile of a candidate against the knowledge, skills, experience, financial literacy / expertise, global market awareness and diversity required on the Board to maintain high level of ethical standards. The NRC and Board shall ensure fairness and non-discrimination in the remuneration, recruitment, and promotion of Directors.

The NRC shall ensure that the Board shall always have an optimum combination of executive, non-executive, independent directors, and women director(s) in accordance with requirements of the Articles of Association of the Company, the Companies Act, Listing Regulations and all other statutory, regulatory obligations under Applicable Laws, and contractual obligations of the Company.

7 Review and Amendments

The NRC shall review and may modify, amend, and / or supplement the Board Diversity Policy from time to time and make appropriate recommendations to the Board to ensure the effectiveness of the Board Diversity Policy, subject to the provisions of Listing Regulations and the Companies Act and rules framed thereunder and any other Applicable Law.

Any change / amendments in Applicable Laws regarding diversity in the composition of the Board shall be deemed to be covered in this Policy without any revision.

8 Effective Date

The Board Diversity Policy shall come into force from October 09, 2025