PRECISION CAMSHAFTS LIMITED

CIN: L24231PN1992PLC067126

BOARD DIVERSITY POLICY

1. APPLICABILITY AND SCOPE:

1.1 In accordance with the Regulation 19(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015, (***'Listing Regulations'***) the company has framed a policy which sets out a framework to promote diversity on Company's board of directors (***'Board'***) .

1.2 The board diversity policy (***'Policy'***) sets out approach to diversity on the Board of Precision Camshaft Limited (***'PCL'***).

1.3 The policy applies to Board. It does not apply to employees generally.

2. OBJECTIVES OF POLICY:

2.1 The purpose for achieving diversity on the Board of Directors of the Company is for the benefits of:-

2.1.1 Enhancement of the quality of performance of the Board;

2.1.2 Usher in independence in the performance of the Board; Eradicate the gender bias in the Board;

2.1.3 Achievement of sustainable and balanced performance and development in the Company;

2.1.4 Support the attainment of strategic objectives of the Company; &

2.1.5 Compliance of applicable law/s and good corporate practices.

2.2 The Company believes that to a large extent requisite diversity is already present in the Board of the Company which, however, needs to be reviewed in terms of this Policy.

3. POLICY STATEMENT:

3.1 The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the difference skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced development. For appointments of persons to office of directors and deciding composition of the Board, the Nomination and Remuneration Committee ("***NRC Committee***") and the Board shall also have due regard to this policy on Board diversity. In this process the NRC Committee/Board will take into consideration qualification and wide experience of the Directors.

3.2 The total number of directors constituting the Board shall be in accordance with the Articles of Association of the Company. The Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with atleast one woman director and the composition of the Board shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act 2013, Listing regulations and the statutory, regulatory and contractual obligation of the Company.

4. REVIEW OF POLICY:

4.1 The NRC Committee is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy the Board positions.

4.2 While all appointment to the Board will continue to be made on merit, the NRC Committee will consider the benefits of diversity (including but not limited to the attributes listed in para 2.1) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

4.3 Further, the NRC Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

4.4 Accordingly the NRC Committee shall;

4.4.1 Assess the appropriate mix of diversity, skills, experience, and expertise required on the Board and assess the extent to which the required skills are represented on the Board;

4.4.2 Make recommendation to the Board in relation to appointments and maintain and appropriate mix of diversity, skills, experience, and expertise required on the Board, and

4.4.3 Periodically review and report to the Board requirement, if any, in relation to diversity on the Board.

4.4.4 Appointment of Directors and composition of the Board shall be considered from a range of diversity perspectives, including but not limited to the following qualities/parameters of the individual:

- 4.4.4.1 Educational background,
- 4.4.4.2 Professional experience,
- 4.4.4.3 Skills and knowledge of the Industry,
- 4.4.4.4 Expertise,
- 4.4.4.5 Perspective,
- 4.4.4.6 Independence in case of Independent Director,
- 4.4.4.7 Gender,
- 4.4.4.8 Age,
- 4.4.4.9 Residency,
- 4.4.4.10 Any other relevant parameter

4.5 The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

5. AMENDMENT

The NRC Committee of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.