

ANMOL INDUSTRIES LIMITED



As approved by the Board of Directors on 10th September 2026

Policy on Corporate Governance (Version 1)

ANMOL INDUSTRIES LIMITED

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1. BACKGROUND AND SIGNIFICANCE

Corporate governance is the transparent set of rules, practices, processes, controls, policies, and resolutions put in place to dictate corporate behaviour. These are either directed by a Regulatory Authority regulating the business and/or a controlling authority such as Board of the company. It mainly seeks to protect interest of stakeholders such as shareholders, senior management executives, customers, suppliers, financiers, the government, and the community. It also provides the framework for attaining business entity's objectives and encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. Corporate governance is important to investors from the point of view of future of the business and business integrity. Good corporate governance helps companies build trust with investors and the community. As a result, corporate governance helps promote financial viability by creating a long-term investment opportunity for market participant

2. PURPOSE

The purpose of this Corporate Governance Policy at Anmol Industries Limited is to establish a comprehensive framework for the governance of the organization. This policy ensures that the company is managed in an ethical, transparent, and accountable manner, aligning with regulatory requirements and best practices in corporate governance. It aims to promote the long-term interests of shareholders, while considering the interests of other stakeholders, including employees, customers, suppliers, and the community.

3. DEFINITIONS

- (a) **"Applicable Laws"** means the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended ('SEBI Listing Regulations') and shall include any amendment thereto, applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') from time to time and includes any other statute, law, standards, regulations, directions or other governmental instruction relating to Corporate Governance Guidelines;
- (b) **"Audit Committee"** means the Audit Committee formed under Section 177 of the Companies Act, 2013 and other Applicable Laws;
- (c) **"Board of Directors"** or **"Board"** means the collective body of the directors of the Company;

- (d) **"Chief Financial Officer"** means chief financial officer as defined in Section 2(19) of Companies Act, 2013 or any modification or re-enactment made thereunder for the time being in force;
- (e) **"Company"** means Anmol Industries Limited
- (f) **"Companies Act, 2013"** includes any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force;
- (g) **"Company Secretary"** means a company secretary as defined in Section 2(24) of Companies Act, 2013 or any modification or re-enactment made thereunder for the time being in force;
- (h) **"Corporate Governance"** means a set of relationships between the Company's management, its Board, its shareholders and other stakeholders which provide the structure through which the objectives of the Company are set, and the means of attaining those objectives and monitoring performance. It helps to define the way authority is allocated and the way corporate decisions are arrived at and executed;
- (i) **"Director"** means a director appointed to the Board of the Company as defined in Section 2(34) of the Companies Act, 2013;
- (j) **"Independent Director"** means an independent director defined in Section 2(47) of Companies Act, 2013 or any modification or re-enactment made thereunder for the time being in force;
- (k) **"KMP"** shall mean Key Managerial Personnel as defined in sub section (51) of Section 2 of the Companies Act, 2013
- (l) **"Nomination Committee"** means the Nomination and Remuneration Committee ("NRC") formed under Section 178 of the Companies Act, 2013 and other Applicable Laws;
- (m) **"Risk Management"** means the process established to ensure that all material risks and associated risk concentrations are identified, measured, limited, controlled, mitigated and reported on a timely and comprehensive basis;
- (n) **"Risk Management Committee"** means the committee constituted as per the Applicable Law;
- (o) **"Senior Management"** shall mean the officers and personnel of the issuer who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer/ Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations, or any other applicable law/regulation/rules.

4. CORPORATE GOVERNANCE PRINCIPLES

- I. **Accountability:** Ensure the company is accountable to its shareholders and stakeholders. This includes regular reporting, transparent decision-making processes, and a robust system of checks and balances.
- II. **Transparency:** Provide clear and timely information about the company's activities, performance, and governance. This involves regular disclosures, financial reporting, and open communication channels.
- III. **Integrity:** Conduct business with honesty and integrity, adhering to ethical standards. This includes fostering a culture of ethical behavior and ensuring that all employees understand and follow the company's code of conduct.
- IV. **Fairness:** Treat all stakeholders fairly and equitably. This means providing equal opportunities, preventing conflicts of interest, and ensuring that decisions are made impartially.
- V. **Responsibility:** Ensure the company meets its legal and regulatory obligations and operates sustainably. This involves maintaining compliance with all applicable laws and regulations and implementing policies that promote social and environmental responsibility.

5. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONAL

5.1 Composition:

- 5.1.1. The Board of Director shall have atleast 6(Six) Directors and not less than 50% of the Board shall comprise of non executive director.
- 5.1.2. If Chairperson of the Company is executive or a non executive chairperson is a promoter of the Company or related to promoter or person occupying management positions at the level of board of director or at one level below the board of directors, then atleast half of the Board shall be Independent Directors.
- 5.1.3. Atleast 1 Women Director, for top 1000 Company, should have atleast 1 women Independent Director
- 5.1.4. Company Secretary and Chief Financial Officers shall be the Key Managerial personal of the Company along with Managing Director and/or Wholetime Director, as prescribed under Companies Act, 2013

5.2 Roles and Responsibilities:

The Roles and Responsibility of the Board of Directors of the Company shall be, including but not limited to:

- i. **Strategic Guidance:** Provide strategic guidance and oversight of the company's management. This includes setting the company's strategic goals and monitoring their implementation.
- ii. **Policy Approval:** Approve major corporate plans, budgets, and policies. This ensures that all significant decisions are aligned with the company's strategic direction.
- iii. **Performance Monitoring:** Monitor the performance of the CEO and senior management. This involves regular evaluations and feedback to ensure effective leadership.
- iv. **Compliance Oversight:** Ensure the company's compliance with legal and regulatory requirements. This includes establishing internal controls and monitoring their effectiveness.

5.3 Board Meetings and Quorum:

- i. The Board shall meet at least four times a year, once every quarter, and not more than 120 days shall elapse between two consecutive meetings.
- ii. The quorum for the meetings of the Board shall be one-third of its total strength or three directors, whichever is higher, including at least one Independent Director. Directors participating by video conferencing and other audio visual means shall be counted for the purpose of quorum
- iii. Detailed agenda papers and relevant information must be sent to Directors at least 7 days in advance to enable informed decision-making.
- iv. The minutes of all meetings shall be circulated, confirmed and signed as per the applicable laws.

5.4 Guidelines for Independent Directors:

- i. **Fit and Proper:** A person proposed to be appointed as a Director shall be evaluated on qualifications, relevant experience, integrity, and track record prior to appointment.
- ii. **Separate Meetings:** The Independent Directors shall meet at least once a year without the presence of Non independent Directors and members of Management, as applicable basis the market capitalization. This meeting is strictly to review the performance of Non-Independent Directors, the Board Chairman, and the Board as a whole and assess the quality, quantity and timeliness of flow of information.

- iii. **Tenure:** An Independent Director shall be eligible to hold office for a term of up to five consecutive years and is eligible for re-appointment for an additional term via a special resolution.

5.5 Appointment and Remuneration of Directors:

- i. Executive Directors shall be paid remuneration within limits approved by the Board and shareholders.
- ii. Non-Executive and Independent Directors shall be paid sitting fees and reimbursed for expenses incurred for attending Board and Committee Meetings.
- iii. Independent Directors shall not be entitled to any stock options.

5.6 Committees of the Board:

The Board shall constitute the following Committees to focus on specific issues and ensure expedient resolution of diverse matters.

- i. **Audit Committee:**

- Composition - Shall consist of a minimum of three directors. At least two-thirds of the directors should be independent. The Chairperson shall be an Independent Director with a strong financial background. All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise
- Role - Overseeing the financial reporting process, internal financial controls, and the audit process. Responsible for reviewing and approving any subsequent modification of transactions with related parties.
- Meeting: the Audit Committee shall meet at least 4 times in a financial year and not more than 120 days shall elapse between the two consecutive meetings
- Quorum- Quorum shall be one-third or two members of the Audit Committee, whichever is greater, with at least two independent directors.

- ii. **Nomination and Remuneration (NR) Committee:**

- Composition - Shall consist of three or more directors, all directors shall be Non Executive Directors, out of which not less than two-third shall be independent directors. The Chairperson must be an Independent Director. The Chairperson of the Listed Company, whether executive or non executive may be appointed as the member of the Committee but he/she shall not chair the Committee.
- Role - Formulating criteria for determining qualifications, positive attributes, and independence of Directors. Recommending Board appointments, evaluating

director performance, and determining executive compensation aligned with strategic goals.

- Meeting: the NR Committee shall meet atleast 1 in a financial year.
- Quorum- Quorum shall be one-third or two members of the NR Committee, whichever is greater, with atleast one independent directors in attendance.

iii. **Corporate Social Responsibility (CSR) Committee:**

- Composition - Shall consist of three or more Directors, including at least one Independent Director.
- Role - Formulating and recommending the CSR Policy, budget, and activities to the Board, and monitoring CSR implementation.

iv. **Stakeholders Relationship (SR) Committee:**

- Composition: Shall consist of three or more Directors, with at least one Independent Director, and chaired by a Non-Executive Director.
- Role: Approving the allotment and transfer of shares, and resolving the grievances of security holders (e.g., non-receipt of dividends or annual reports).
- Meeting: the SR Committee shall meet atleast 1 in a financial year.
- Quorum- Quorum shall be one-third or two members of the SR Committee, whichever is greater, with atleast one independent directors in attendance.

v. **Risk Management (RM) Committee:**

- Composition - Shall have a minimum of three members with a majority being members of the board, including at least one independent director. The Chairperson of the RM Committee shall be a member of the Board. The senior executives of the Company may be members of the committee.
- Role - Identifying, reviewing, and controlling integrated risks across the organization, including credit, market, liquidity, and operational risks.
- Meeting: the RM Committee shall meet atleast 2 in a financial year and not more than 210 days shall elapse between the two consecutive meetings, as applicable basis market capitalization.
- Quorum- Quorum shall be one-third or two members of the RM Committee, whichever is greater, with atleast one member of the Board of Directors in attendance.
- This Committee shall be applicable on the top 1000 listed entities.

vi. Those charged with Governance:

- Composition – Sub group of the Board of Directors which could be audit committee plus some Board Members, as determined by the Board of Directors from time to time.
- Role – Overseeing the strategic direction of the company and obligations relating to the accountability of the company

Establish additional committees as necessary to address specific issues or areas of concern.

6. EXECUTIVE MANAGEMENT

6.1 CEO and Senior Management:

- I. The CEO is responsible for the overall management of the company, implementing the Board's policies and strategies, and ensuring operational efficiency.
- II. Senior management supports the CEO in implementing the company's strategic and operational plans, managing day-to-day operations, and ensuring that all activities comply with internal policies and external regulations.
- III. Ensure effective communication between the Board and executive management to facilitate informed decision-making and alignment of goals.

7. SHAREHOLDER RIGHTS

- I. Protect the rights of shareholders and ensure equitable treatment. This includes facilitating the effective exercise of voting rights and providing mechanisms for shareholders to express their views and concerns.
- II. Engage in open and transparent communication with shareholders, providing timely and accurate information regarding the company's performance and governance.
- III. Facilitate shareholder participation in decision-making processes, including the Annual General Meeting ("AGM") and other shareholder meetings.

8. STAKEHOLDER ENGAGEMENT

- I. Recognize and respect the interests of all stakeholders, including employees, customers, suppliers, and the community. This involves regular dialogue and engagement to understand their needs and concerns.

- II. Implement mechanisms for stakeholders to provide feedback and raise issues. This ensures that stakeholder perspectives are considered in the company's decision-making processes.
- III. Address stakeholder concerns promptly and effectively, incorporating their feedback into the company's strategic and operational plans.

9. ETHICAL CONDUCT, CONFLICT OF INTEREST AND WHISTLE BLOWER

- I. Ethical Conduct: Uphold the highest standards of ethical conduct in all business activities, adhering to the company's code of conduct.
- II. Conflict of Interest & Related Party Transactions: All Directors and Key Managerial Personnel must disclose to the Board whether they have any material interest in any transaction directly affecting the Company on an annual basis or as soon as they become interested. If a Director is interested in a contract or arrangement, they must disclose the nature of the concern and shall not participate or vote at the meeting where it is discussed. All related party transactions are subject to review and approval by the Audit Committee.
- III. Whistle Blower/Vigil Mechanism: The company establishes a Whistle Blower policy to empower employees to communicate, confidentially and without the risk of victimization, legitimate concerns about illegal, unethical, or questionable practices. The functioning of this mechanism shall be reviewed by the Audit Committee regularly.

10. RISK MANAGEMENT

- I. Implement a robust risk management framework to identify, assess, and mitigate risks. This includes regular risk assessments and the development of risk mitigation strategies.
- II. Regularly review and update risk management policies and procedures to ensure they remain effective and relevant.
- III. Ensure that the Board and senior management are actively involved in risk management activities, including regular reporting on risk exposure and mitigation efforts.

11. COMPLIANCE AND AUDIT GUIDELINES

- I. Ensure compliance with all applicable laws, regulations, and standards. This includes maintaining up-to-date knowledge of legal and regulatory requirements and implementing policies to ensure compliance.

- II. Establish and maintain effective compliance programs and internal controls to prevent, detect, and address non-compliance.
- III. Conduct regular audits and reviews to monitor compliance and address any issues promptly. This includes both internal audits and external reviews by independent parties.
- IV. To maintain independence and oversight, the firm or partner of the Statutory Auditors is subject to mandatory rotation, required to rotate every 10 years.

12. REPORTING AND DISCLOSURE

- I. Provide accurate and timely disclosure of financial and non-financial information. This includes regular financial statements, annual reports, and other relevant disclosures.
- II. Ensure that all reports and disclosures are transparent, comprehensive, and comply with regulatory requirements. This involves providing sufficient detail and context to allow stakeholders to make informed decisions.
- III. Maintain open and transparent communication with shareholders and stakeholders. This includes regular updates on the company's performance, governance, and strategic direction.

13. PERFORMANCE EVALUATION

- I. Conduct regular evaluations of the Board's performance and effectiveness. This includes self-assessments, peer reviews, and evaluations by external parties.
- II. Implement performance evaluation processes for senior management to ensure that they are meeting their objectives and contributing to the company's success.
- III. Use the results of evaluations to improve governance practices and management performance. This involves identifying areas for improvement and implementing action plans to address them.

14. POLICY REVIEW

- I. Review this Corporate Governance Policy regularly to ensure it remains current and effective. This involves monitoring changes in regulations, best practices, and the company's operations.
- II. Amend the policy as necessary to reflect changes in regulations, best practices, and the company's operations.

- III. Communicate any changes to the policy to all relevant parties, ensuring that they understand and comply with the updated guidelines.

15. APPROVAL AND IMPLEMENTATION

This Corporate Governance Policy has been approved by the Board of Directors of Anmol Industries Limited and is effective as of 9th September 2026.a