PG

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1. INTRODUCTION:

Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") requires every listed company to publish a Code of Conduct for its Board of Directors and Senior Management Personnel on its website. This Code of Conduct ("**Code**") has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and certain members of the senior management of PG Electroplast Limited (the "**Company**").

This code is in alignment with Company's Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

2. DEFINITIONS AND INTERPRETATION:

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

"Board / Board of Directors" shall mean the Board of Directors of the Company.

"Board Members" shall mean the Members on the Board of Directors of the Company, whether it is executive director, non-executive director, promoter director, independent directors, etc.

"Director" shall mean a member of the Board.

"Company" shall mean PG Electroplast Limited.

"Compliance Officer" shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

"Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.

"Listing Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or amendments made thereto from time to time.

"Senior Management" shall mean officers/personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all members of Management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

"Relative" shall mean 'relative' as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014. and SEBI (Prohibition of Insider Trading) Regulations, 2015.

"Unpublished Price Sensitive Information" shall mean any information as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015, which relates to the Company or its securities and which, if published, is likely to materially affect the price of the securities and as amended from time to time under SEBI (Prohibition of Insider Trading) Regulations, 2015.

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

All other words and expressions used but not defined in this policy, but defined in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. APPLICABILITY:

This Code shall be applicable to the following persons:

- Board Members, and
- Senior Management

This Code shall apply to all such persons mentioned above from the date of their appointment or induction into the Company and shall continue to apply even after they cease to hold office or exit the Company, in respect of any information or opportunity acquired during their tenure.

4. GUIDELINES FOR CONDUCT:

Board Members and Senior Management shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

i. Shall act in accordance with the Articles of Association of the Company.
ii. Shall act with utmost good faith, care, skill, diligence and integrity and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
iii. Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.
iv. Shall make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest, which may have a potential conflict with the interest of the company at large.
v. Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.

vi. Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, (including intellectual property, digital assets, and information systems) information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
vii. Shall not seek or accept, directly or indirectly any gift from anyone having business dealings with the Company,
viii. Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.
Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member and Senior Management, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.
ix. Shall not commit any offence involving moral turpitude.

Besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company and provisions of the Code, set out hereinbefore, a Director is also expected to:

i. Use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;
ii. Not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
iii. Make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;
iv. Dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
v. Notify the other Directors about the material personal interest in any matter and must not vote on such matter;
vi. Comply with all applicable laws, regulations, confidentiality obligations and Company's policies.

5. COMPLIANCE OF LAW:

The Board Members and Senior Management shall comply with all laws, rules and regulations relating to the business of the Company.

6. PREVENTION OF INSIDER TRADING:

The Board Members and Senior Management shall strictly comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. They shall not deal in the Company's securities while in possession of Unpublished Price Sensitive Information ("**UPSI**") or during the closure of the Trading Window. Further, UPSI shall be shared only on a "need-to-know" basis for legitimate purposes as per the Company's Code of Practices and Procedures for Fair Disclosures of

Unpublished Price Sensitive Information and Code of Conduct for Prohibition of Insider Trading.

7. CORPORATE DISCLOSURE PRACTICES:

The Code of Corporate Disclosure Practices regulates disclosure of "Unpublished Price Sensitive Information". The Company is responsible for overseeing and co-ordinating disclosure of "Unpublished Price Sensitive Information" to stock exchanges, analysts, shareholders and media including drafting of the press release or the text of the information to be posted on the Company's web-site/released to the press. No person except the Company or those authorized by the Company shall disclose any information relating to the Company's Securities to analysts/research persons and institutional investors. The Board Members and Senior Management shall comply with the Code of Corporate Disclosure Practices.

8. RELATED PARTY DISCLOSURES:

The Board Members and Senior Management shall make disclosure of related party transactions to the Board of Directors in the format provided under ―Indian Accounting Standard 24 (Ind AS 24) and/or any other statutory modification or re-codification thereof marked as **ANNEXURE-I**.

9. CONFIDENTIALITY OF INFORMATION:

Subject to the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information as may be prevalent in the Company from time to time any information concerning the Company's business, its customers, suppliers, etc. to which the Board Members and Senior Management have access or which are in their possession, must be considered confidential and held in confidence. No Board Member and Senior Management shall provide any information either formally or informally, to the press or any other media, unless specifically authorized. Provided that Board Members and Senior Management shall in consultation/under intimation to the Public Spokesperson of the Company be free to disclose such information which is:

a) part of the public domain at the time of disclosure;

or

b) authorised or required to be disclosed pursuant to a decision of the Board or any of its Su b-Committees;

or

c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines.

10. PROTECTION OF ASSETS:

The Board Members and Senior Management shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

11. HONESTY, INTEGRITY, FAIRNESS AND ACCOUNTABILITY:

The Directors and Senior Management are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore in the interest of good corporate governance they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All of them must act in good faith with honesty and accountability and with due care, competence and diligence.

12. DISCLOSURE OF INTEREST:

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws. The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

13. CONFIDENTIALITY:

Directors and Senior Management should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/Senior Management or anyone other than the Company. Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Director / Senior Management has access or they possesses such information because of their position in the Company.

14. COMPLIANCE WITH APPLICABLE LAWS & COMPANY'S POLICIES:

Every person to whom the Code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the Government of India from time to time. Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

15. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:

In terms of Regulation 26(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all Board Members and Senior Management shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the company shall contain a declaration to this effect signed by the Chairman & Executive Director Managing Director / Chief Executive Officer (CEO). A Performa of Annual Compliance Report is at **ANNEXURE - II**. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director/ Senior Management Personnel leaves the Company any time during a financial year, they shall send a communication to Company Secretary affirming compliance of the Code till the date of his association with the Company.

The Managing Director and the Chief Financial Officer (CFO) shall certify to the Board, in terms of Regulation 17(8) of the Listing Regulations, that to the best of their knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal, or in violation of this Code.

16. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Senior Management shall be accountable for fully complying with this Code.

Any breach or non-compliance with this Code shall be subject to disciplinary action by the Company, which may include censure, fine, suspension, or termination of office/employment, as deemed fit by the Board of Directors.

17. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as at **ANNEXURE-III** and forward the same to the Company Secretary This acknowledgement shall indicate that they have **received, read, understood and agreed to comply with this Code** in its entirety.

18. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Code and any amendments thereto shall be hosted on the website of the Company.

19. AMENDMENTS TO THE CODE

In case of any subsequent changes in the 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.

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.

ANNEXURE - I

DISCLOSURE OF RELATED PARTY TRANSACTIONS

The Board Members and Senior Management shall disclose the following in respect of all transactions with related parties, as covered under **Indian Accounting Standard 24 (Ind AS 24)**, Section 188 of the Companies Act, 2013, and **Regulation 23 of SEBI (LODR) Regulations, 2015**:

(i) Name of the transacting related party;
(ii) Nature of relationship;
(iii) Nature of transaction (e.g., purchase, sale, lease, etc.);
(iv) Monetary value/volume of the transaction;
(v) **Key terms and conditions**, including whether the transaction is at **"Arm's Length"**;
(vi) Any other element necessary for an understanding of the impact on financial statements.

Signature: ___________________________
Name:
Designation:
Date:
Place:

ANNEXURE – II

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT

I, ______________, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended on March 31, ___.

Signature:

Name:
Designation:

Date:
Place:

ANNEXURE - III

ACKNOWLEDGEMENT FORM

To,
The Compliance Officer,
PG Electroplast Limited

I, ..., have received and read the Company's **"CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT"** ("this Code").
I confirm that:

1. I have understood the provisions and policies contained in this Code.
2. I agree to comply with this Code in letter and spirit.
3. I understand that this Code may be amended/modified by the Board from time to time, and I agree to abide by such **amendments as hosted on the Company's website.**

Signature: ___________________________
Name: ______________________________
Designation: _________________________
Date: _______________________________
Place: ______________________________

Further amended, reviewed and adopted by the Board pursuant to Companies Act, 2013 and Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015 at the meeting held on 06/08/2026.