



BHARATI DEFENCE AND INFRASTRUCTURE LIMITED

Policy on Board Diversity

Approved by the Board of Directors on 23rd January 2025

POLICY ON BOARD DIVERSITY

1. INTRODUCTION

In terms of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with part D, Schedule II to the said Regulation, a policy on Board Diversity is required to be framed. The Policy is required to be approved by Nomination and Remuneration Committee.

2. PURPOSE & SCOPE

The Policy sets out the approach to have diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the applicable laws, rules and regulations applicable to the Company. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

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

3. EFFECTIVE DATE

This policy is effective from 23rd January 2025.

4. POLICY STATEMENT

Bharati Defence and Infrastructure Limited ("BDIL" or "Company") recognizes and embraces the importance of a diverse Board in its success. BDIL believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, mergers & acquisition, board service, strategy sales and marketing, Environment, Social & Governance ("ESG"), risk and cyber security and other domains, which will ensure that BDIL retains its competitive advantage.

BDIL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- drive business results;
- make corporate governance more effective;
- enhance quality and responsible decision making capability;
- ensure sustainable development; and

- enhance the reputation of BDIL.

5. NOMINATION AND APPOINTMENT

The Nomination and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The 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.

Accordingly, the Committee shall:

- 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,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of BDIL, the Companies Act, 2013, Listing Agreement and the statutory, regulatory and contractual obligations of BDIL.

6. RESPONSIBILITY AND REVIEW

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.

7. INTERPRETATION

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and/or the Companies Act, 2013 or Rules made thereunder.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

This Policy was approved by the Board of Directors at its meeting held on 23rd January, 2025.