



B D SECURITY LIMITED

BOARD DIVERSITY POLICY

1. Purpose:

In terms of regulation 19(4) read with sub para 3, Para A, Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”), the Board of Directors (“the Board”) of B D SECURITY LIMITED (“the Company”) has approved and adopted Policy on diversity of Board of Directors (“the policy”) on recommendations of Nomination & Remuneration Committee (the “NRC”) of the Company.

The Policy sets out the approach to have a diversity on the Board of the Company in terms of thought, experience, knowledge, perspective, gender, race, ethnicity or cultural background in the Board, in compliance with the applicable laws, rules and regulations applicable to the Company.

2. Vision:

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

3. Scope:

This policy applies only to the Board of the Company but does not apply to employees.

4. Policy Statement:

With a view to achieving a sustainable and balanced development, the Company witnesses increasing diversity at the Board level as an essential element. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Company believes that a diverse Board will contribute to the achievements 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 the Company.

5. Nomination And Appointment:

The Committee of the Board shall:

- a. Review and assess the composition of the Board.
- b. Identify appropriate qualified personnel to occupy Board position.
- c. Suggest appropriate expertise and diversity requirements.
- d. Manage the process of recruiting new members to the Board and defining requisite skills.
- e. Ensure that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board. The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and nonexecutive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory/ regulatory requirements.

6. Monitoring and Reporting:

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review and suggest training for directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification/ characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the Listing Regulations and Companies Act, 2013

AMENDMENT:

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

DISSEMINATION OF THE POLICY:

The Policy will be published on the Company's website i.e <https://www.bdsecurity.co.in>.

This said Policy shall be effective from the date of listing of securities on stock exchange.