

POLICY ON DIVERSITY OF BOARD

A PREAMBLE

The Board shall have the optimum combination of the Directors from different areas/fields like service sectors, management, quality assurance, finance, sales and marketing, research and development, human resources, administration etc. or as may be considered appropriate. The Board shall have at least one Director who has accounting or financial management-related expertise and who is financially literate.

Having a diverse and inclusive culture in the Board is essential for the success of Sotefin Bharat Limited ("Company").

Accordingly, the Board on 08/12/2025 has adopted the Policy on Diversity of the Board ("Policy") which aims to set out the approach, to achieve diversity on the Board.

B OBJECTIVE AND POLICY STATEMENT

1. The Company recognizes and embraces the benefits of diversified Board as it helps in making good use of differences in knowledge, professional experience, expertise, qualification, skills, and range of outlooks that are required for the progressive business of the Company. Possessing a truly balanced and diverse Board with all these merits along with diversity in regional and industry experience, background, culture, race, age, gender and other relevant factors between directors as an integral element helps in maintaining competitive advantage.
2. The Board might consider relevant and applicable factors to balance the combination from time-to-time to function effectively.
3. The Company believes that a diverse Board can contribute to the achievements of its strategic and commercial objectives, including but not limited to:
 - a) driving result-oriented business;
 - b) ensuring sustainable development;
 - c) augmenting quality and capability of constructive decision making;
 - d) enhancing the reputation of the Company; and
 - e) achieve effective corporate governance.
4. This Policy shall apply only to the Board and not to the employees of the Company.

C DEFINITIONS AND INTERPRETATION

In this Policy, words and expressions shall have the meaning assigned to them below:

"Act"

shall mean the Companies Act, 2013 and rules framed thereunder, *notified* by the Ministry of Corporate Affairs, Government of India, as amended from time to time;

"Board"

"Company"

shall mean the *Board* of Directors of the Company;
shall mean Sotefin Bharat Limited.

"Directors"

shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

“Independent Directors”

shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term “Independent Director” under Regulation 16(1)(b) of the Listing Regulations;

“Listing Regulations”

shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

“Nomination and Remuneration Committee”

shall mean the nomination and remuneration committee constituted by the Board in accordance with the provisions of the Companies Act, 2013;

A Optimum Composition

1. The optimum composition of our Company shall be in accordance with the Companies Act, 2013 and rules framed thereunder:
 - a) The Board of Directors shall comprise an appropriate mix of executive and non-executive directors. In the case of a listed public company, at least one-third of the total number of directors shall be independent directors, as per Section 149(4) of the Companies Act, 2013.
 - b) The Company shall have at least one-woman director on the Board to ensure that there is no gender inequality on the Board.
2. In compliance with Regulation 17(IC) of the Listing Regulations.

In any case, the Company shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

D FUNCTIONAL DIVERSITY

- a) Appointment of Directors shall be based on the specific needs and business of the Company. Appointments shall be done based on the qualification, knowledge, experience and skill of proposed appointee, which is relevant to business of the Company.
- b) Knowledge and experience in the domain area shall be duly considered while making appointments to the level of the Board.
- c) While appointing an Independent Director, care shall be taken so as to ascertain the independence of the proposed appointee.
- d) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such an evaluation, prepare a description of the role and capabilities required of an independent director.
- e) The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such a description.
- f) For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

- (i) use the services of external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- g) Directorships in other companies may also be taken into account while determining the candidature of a person.

E MONITORING, EVALUATION AND REPORTING

The Nomination and Remuneration Committee and its policy are in compliance with Section 178 of the Act and the Listing Regulations. Monitoring, evaluation and reporting shall be in strict compliance with the same.

F REVIEW OF THE POLICY

1. The Nomination and Remuneration Committee shall review the policy annually, which will include an assessment of the effectiveness of the policy
2. The Nomination and Remuneration Committee shall discuss any revision that may be required and recommend such revisions to the Board for approval.

G DISCLOSURE OF THE POLICY

1. The Policy shall be published for public information on the Company's website i.e. <https://www.sotefinbharat.com/>.
2. Complying with 46(2)(i) of the Listing Regulations, a summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives shall be disclosed annually by the Company in the corporate governance report.

