

BEHARI LAL ENGINEERING LIMITED

BOARD DIVERSITY POLICY

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1. PURPOSE

This Board Diversity Policy (“**Policy**”) sets out the approach to diversity on the Board of Directors (“**Board**”) of Behari Lal Engineering Limited.

2. SCOPE

This Policy applies to the Board. It does not apply to employees.

The Objectives of the Policy include:

- Diversity and Inclusion initiatives based on sound business principles and objectives.
- To help the Corporation build a Board that can draw upon a wide range of perspectives, expertise, knowledge and experience.
- To bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes.
- To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations

3. DEFINITIONS

“**Act**” means the Companies Act, 2013, as amended from time to time

“**Nomination and Remuneration Committee or NRC or Committee**” means the committee constituted by the Board of Directors of the Company in accordance with section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as constituted from time to time.

“**Policy**” means Policy of Board Diversity, as amended from time to time

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation, amended from time to time.

4. POLICY STATEMENT

Behari Lal Engineering Limited recognizes and embraces the importance of a diverse Board in its success. Behari Lal Engineering Limited 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 Behari Lal Engineering Limited retains its competitive advantage.

Behari Lal Engineering Limited 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 Behari Lal Engineering Limited.

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 in accordance with the relevant laws.

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 Behari Lal Engineering Limited, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regulations, and other statutory, regulatory and contractual obligations.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board is adequately diverse. To this end, Behari Lal Engineering Limited shall continue to provide sufficient information to shareholders about the size, qualifications and expertise of each Board member, in accordance with the relevant laws.

5. LIMITATIONS, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy.

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

6. DISCLOSURE

The Policy is disclosed on Company's website www.beharilalengineering.com

The above policy was reviewed and approved by the Board of Directors at its meeting held on 17th APRIL 2025.

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