

POLICY ON DIVERSITY OF BOARD

A. Preamble

The Board shall have the optimum combination of the Directors the different areas/fields like production, management, quality assurance, finance, sales and marketing, supply chain, 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 S. D. International Limited (“Company”).

Accordingly, the Board has adopted the Policy on Diversity of the Board (“Policy”) which aims to set out the approach, to achieve diversity on the Board.

B. Definitions and Interpretation

“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” or “Directors” or “Board of Directors” shall mean the Board of Directors of the Company, as constituted from time to time.

“Independent Directors” shall mean a director of the Company who is not a Managing Director or Whole-time Director or Nominee Director and who is neither a promoter of the Company or its holding, subsidiary or associate company and who is not related to a promoter or Director of the Company or its holding, subsidiary or associate company and who satisfies the criteria for independence as prescribed by Section 149(6) of the Act as also Regulation 16(1)(b) of the SEBI Listing Regulations.

“SEBI 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” or “NRC” shall mean the Committee constituted pursuant to the provisions of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations.

C. Policy Statement

1. The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspective appropriate to the requirements of the businesses of the Company. The Company sees diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately.
2. The Company maintains that the Board appointments should be based on merit that compliments and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience, qualifications, gender, age, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time-to-time for it to function effectively.

In the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

D. Optimum Composition

The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent Directors, including women Director, in accordance with requirements of the Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company, if any. The Board's composition is disclosed in the Company's corporate governance report annually forming part of the Company's annual report.

A diverse Board shall contribute to the achievement of the Company's objectives including:

- a. Drive business results and strategic growth;
- b. Ensure sustainable development and corporate governance;
- c. Enhance quality and responsible decision-making capability; and
- d. Enhance the reputation of the Company.

E. Role of Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee, *inter alia*, shall be responsible for:
 - a. reviewing and assessing the Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualifications, positive attributes and independence;
 - b. formally assessing the appropriate mix of diversity, skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - c. making recommendations to the Board in relation to Board succession, including the succession of the Chairperson, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board;
 - d. reviewing and reporting to the Board in relation to Board's diversity; and
 - e. make recommendations to the Board regarding the measurable objectives.
2. In reviewing the Board composition, NRC will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

F. Review of the Policy

1. The NRC will review the Policy at regular intervals, which will include an assessment of the effectiveness of the Policy.
2. The NRC will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

G. General

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

H. Interpretation

In case of any conflict or subsequent changes in the provisions of the applicable law, the applicable law would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

I. Disclosure

The Board at its discretion may make disclosures in the Annual Report regarding Board's diversity. Further, this Policy will be disclosed on the Company's website at <https://sdpack.in/>.

J. Version History

Version	Approved By	Approval Date	Effective Date
1 st Version	Board of Directors	20/08/2026	20/08/2026