

BRONZE-INFRA TECH LIMITED

CORPORATE GOVERNANCE POLICY

1. Role of the Board and Management

The Board of Directors is elected by the shareholders to oversee the management and to assure that the long-term interests of the shareholders and other stakeholders are being served.

2. Functions of the Board

Areas of responsibility: In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- reviewing, approving and monitoring fundamental business and financial strategies and major corporate actions;
- selecting, hiring and determining the compensation of the CEO, setting his/her goals and ensuring his/her development;
- reviewing control routines within among other; the accounting, controlling, IT and budgeting functions;
- assessing major risks facing the Company and reviewing mitigating options;
- providing counsel on the selection, evaluation and development of senior management; and
- ensuring processes are in place for maintaining the integrity of the Company.

Evaluation of **BRONZE-INFRA TECH LIMITED** (“the company”) personnel and management: In order to meet the Company’s goals, every employee including top management, completes an annual Performance Evaluation with their manager. Job Discussions between managers and their subordinates are held in order to define goals to be reached in the coming year. On a regular basis, the Board completes a systematic review of top management, including an annual evaluation of the CEO. Through these processes, the Board seeks to ensure that all employees and management are focused on developing the Company in a coordinated way.

Board meetings: The Board holds regular meetings per year. Given the extensive time required for the company’s Board activities.

3. Board Committees

The Board will at all times have an Audit Committee, a Nomination and Remuneration Committee, a Stakeholder Relationship Committee and any other committees the Board deems appropriate. Each Committee will perform its duties as assigned by the Board and in compliance with the Committee's charter.

Audit Committee:

The Audit Committee, which must consist of majority external, Non-Executive Independent Directors, is appointed by the Board to assist it in fulfilling its responsibilities to oversee the Company's internal accounting and audit processes, in monitoring the annual and interim financial reporting and assessing the independence of the external auditors. The Committee also provides guidance in identifying, understanding and assessing the Company's operational and financial risk.

Nomination and Remuneration Committee:

The Committee, which consists of majority of Independent Directors, is appointed by the Annual General Assembly to evaluate and nominate new candidates for the Board, for election by the Annual General Assembly.

Stakeholder Relationship Committee:

The Stakeholder Relationship Committee, which consists of three Directors, is appointed by the Board to assist the Board in fulfilling its responsibility to consider and resolve the grievances of security holders of the Company and Monitor and review any investor complaints received by the Company or through SEBI; and SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.

4. Size and Selection of Board

The constitution of the board of the company is in compliance with the provisions of Companies Act, 2013 and other applicable laws. The Board believes four to eight members is an appropriate size based on the Company's present activity and business complexity. The composition of Board of Directors is available on the company's website.

5. Compensation of the Board of Directors

The Nominating and remuneration Committee annually reviews and recommends the form and amount of Board member compensation, to be agreed by the members.

The compensation or remuneration paid to directors is as per the provisions of Companies Act, 2013 and policies of companies.

6. Self-Evaluation of Board of Directors

The Board and each of its committees conduct an annual self-performance evaluation to determine whether the Board and each of its committees are functioning effectively. The review is discussed in the full Board once a year.

7. Ethics and Conflicts of Interest

The Board expects Directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the company Code of Conduct and the Company's Core Values. If an actual or a potential conflict of interest arises for a Director, the Director shall promptly inform the Board Chair or the CEO. If a significant conflict exists and cannot be resolved, the Director should resign.

8. Reporting of Concerns to Non-Employee Directors

Anyone who is concerned about the company's conduct in any field, including accounting, internal accounting controls or auditing matters, may communicate the concern directly to any non-employee Director or to members of the Audit Committee. Such communication may be confidential or anonymous. Any such communication should be submitted in writing, marked "Personal and Confidential," and sent to the company's head office marked "Bronze-Infra Tech Limited Audit Committee" or with the name of any non-employee Director marked "Personal & Confidential."