

**HEALTHIUM MEDTECH LIMITED**  
**CIN No. U03311KA1992PLC013831**

Regd. Office Address: 472/D, 4<sup>th</sup> Phase, 13<sup>th</sup> Cross Peenya Industrial Area  
Bangalore -560058

**POLICY ON BOARD DIVERSITY**

**I. INTRODUCTION**

In terms of Regulation 19(4) and Part D of Schedule II of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Nomination and Remuneration Committee (‘**NRC**’) of Healthium Medtech Limited (the “**Company**”) is required to devise a policy on diversity of Board of Directors.

The Nomination and Remuneration Committee on the recommendation of the Board of Directors may review and amend the said Policy from time to time. This Policy on Board Diversity (the “**Policy**”) sets out the approach to diversity on the Board of Directors (the “**Board**”) of the Company.

**II. OBJECTIVE**

To ensure a transparent Board nomination process with the diversity of thoughts, experience, knowledge, expertise, perspective and gender in the Board in accordance to the requirements of the business of the Company.

The Company recognises and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives 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.

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.

**III. BOARD DIVERSITY**

- a. The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of

the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

- b. The Company recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision making capability, ensure sustainable development and enhance the reputation of the Company.
- c. The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

#### **IV. COMPOSITION OF THE BOARD:**

##### **A. EXECUTIVE AND NON-EXECUTIVE DIRECTORS:**

The Board of Directors shall have optimum combination of Executive and Non-Executive Directors. Not less than 50% of the Directors on the Board shall be Non-Executive Directors.

##### **B. INDEPENDENT DIRECTORS:**

If the Chairman of the Board is a Non-Executive Director, Non-Promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors. In any other case at least half of the Directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of up to five consecutive years on the Board of a Company, but can be re-appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of Special Resolution.

No Independent Director shall be appointed for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly. For the purpose of this policy, Independent Director means the Independent Director as defined in Regulation 16 (b) of the SEBI LODR Regulations.

##### **C. WOMAN DIRECTOR:**

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one Woman Director.

**V. EXPERIENCE AND EXPERTISE:**

The Board shall have optimum combination of Directors having experience in various fields. The Board should comprise of at least one Director having experience in the Industry. The Board should have at least one Director having financial/accounting expertise. The Board should have at least one Director having reasonable experience in the administration.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

**VI. ROLE OF NRC:**

The Nomination Committee shall be responsible for:

- a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors, the appointment, remuneration of the directors, key managerial personnel and other employees;
- b) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- d) 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;
- e) making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of Diversity, skills, experience and expertise on the Board;

**VII. REVIEW OF THIS POLICY:**

The NRC will review the policy annually, which will include an assessment of the effectiveness of the policy. The NRC will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

**VIII. DISCLOSURES:**

The composition of the Board of Directors shall be disclosed in the Annual Report