



SURAKSHA DIAGNOSTIC LIMITED

BOARD DIVERSITY POLICY

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1. **PURPOSE**

As per the requirements under the Regulations 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “Listing Regulations”) and such other regulatory provisions, as applicable the Nomination and Remuneration Committee of the Company (the “NRC”) is required to devise a policy for having diversity on the Board of Directors (the “Board”) of Suraksha Diagnostic Limited (“Suraksha” or “Company”). The Board diversity policy (the “Policy”) sets out a framework to achieve adequate diversity on the Board of the Company.

2. **APPLICABILITY**

This Policy is applicable to the Board of Directors of Suraksha.

3. **SCOPE OF APPLICATION**

A truly diverse Board will include individuals from various backgrounds, experiences, demographics, independence and perspectives on corporate boards. This diversity encompasses factors such as gender, race, ethnicity, age, nationality, sexual orientation, religion, disability, and professional background.

These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments shall be made on merit having regard to this policy. The Board has to have an optimum combination of executive, non- executive, independent, non-independent, resident/non-resident Director/s, woman Director/s, & small shareholders Director/s in terms of law and corporate governance.

Board diversity is vital to handle various factors such as globalisation of business, rapid deployment of technology, greater social responsibility, ever rising emphasis on corporate governance, enhanced need for risk management, etc. so as to facilitate effective management of the business of Suraksha and to keep pace with changing dynamics of the business environment.

4. **POLICY STATEMENT**

A diverse Board shall contribute to the achievement of the Company’s objective including:

- Enhanced decision making capability
- Drive business result and strategic growth
- Sustainable development and corporate governance
- Improved corporate reputation
- Mitigation of risk by constructive debate

5. ATTRIBUTES OF DIRECTORS

The following attributes need to be considered in considering optimum Board composition:

Gender Diversity: Having at least one Woman Director on the Board with an aspiration to reach more women Directors.

Age: The average age of Board members should be in the range of 40 - 75 years.

Competency: The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in banking and finance, accounting and taxation, economics, legal and regulatory matters, consumer industry, hospitality sector and other disciplines related to the company's businesses.

Independence: The Independent Directors should satisfy the requirements of the Companies Act, 2013 (the Act) and the Listing Agreements.

Additional Attributes: The Directors should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the company's promoters, except as provided under law. The Directors should maintain an arm's length relationship between themselves and the employees of the company, as also with the Directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material. The Directors should not be the subject of proved allegations of illegal or unethical behavior, in their private or professional lives. The Directors should have the ability to devote sufficient time to the affairs of the Company.

6. ROLE OF THE COMMITTEE

The Nomination and Remuneration Committee (NRC) has the responsibility for leading the process for Board appointments and for identifying and nominating the candidates for approval by the Board. The NRC shall review and assess Board composition whilst recommending the appointment or reappointment of Independent Directors. The Board's composition shall be disclosed in the Company's Corporate Governance Report. The Committee will upload this Policy on the Company's website.

7. REVIEW AND AMENDMENT

The Committee will review this Policy periodically and recommend appropriate revisions to the Board. The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Companies Act, 2013 or in the Listing Regulations shall be binding even if not incorporated in this Policy.