

Haleos Labs Limited

(Formerly known as "SMS Lifesciences India Limited")

Policy on Board diversity

INTRODUCTION

SEBI has mandated the need for a policy on Board diversity pursuant to Regulations 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 178 of the Companies Act, 2013. Accordingly, Haleos Labs Limited ("**Company**") has formulated Policy on Board diversity ("**Policy**") by the Nomination and Remuneration Committee to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company's business perspective.

The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company. Accordingly, the Company has framed this policy and the same shall be available at the website of the Company at haleoslabs.com/policies

POLICY STATEMENT

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making.

In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- ✚ Decisions pertaining to recruitment, promotion and remuneration of the Directors will be based on their performance and competence; and
- ✚ For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- ❑ **Gender:** The Company shall not discriminate on the basis of gender in the matter of appointment of Directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board.

As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.

- ❑ **Ethnicity:** The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the Directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business.

- ❑ **Educational qualification:** The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, the environment, green technologies, operations of the Company's businesses and other disciplines related to the Company's businesses.

Nomination and Remuneration Committee, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

POLICY REVIEW

The Board may review this policy on periodical basis, considering various external and internal factors. However, in case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions in this Policy.

This policy was reviewed and approved in the Board meeting held on 9th August, 2024

(Only the name of the Company has been updated pursuant to name change of the Company)



Haleos