



SCEPTRE MEDICAL INDIA LIMITED

CORPORATE GOVERNANCE POLICY

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on date of this policy, our Board has [●] Directors, comprising one Managing Director, one Whole Time Director, [●] Executive Director and [●] Independent Directors. We have [●] ([●]) Woman Director on our Board amongst these.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated [●] pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. [●]	Independent Director	Chairman
Mr. [●]	Independent Director	Member
Mr. [●]	[●]	Member

The Company Secretary of our Company shall act as secretary to the Audit Committee. The scope of Audit Committee shall include but shall not be restricted to the following:

[●]

The Audit Committee enjoys following powers:

[●]

The Audit Committee shall mandatorily review the following information:

[●].

Meeting of Audit Committee

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

2. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated [●]. The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
[●]	Independent Director	Chairman
[●]	Independent Director	Member
[●]	Independent Director	Member

This Committee will address all grievances of Shareholders/ Investors and its terms of reference include the following:

[●]

The Committee shall meet at least once in a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated [●].

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
[●]	Independent Director	Chairman
[●]	Independent Director	Member
[●]	Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

[•]

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director. The Committee is required to meet at least once a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

4. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of our Board was constituted on [•]. The Corporate Social Responsibility Committee comprises of the following:

Name of the Member	Nature of Directorship	Designation in Committee
[•]	[•]	Chairman
[•]	[•]	Member
[•]	[•]	Member

The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee include the following:

[•]

Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.