



Aptus Pharma Ltd.

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Terms and Conditions for Appointment as Independent Director of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Terms and conditions of Appointment of Independent Directors:

I. Term:

Ms. Sejal Harit Palan has been appointed as an Independent Women Director of the company for a term of 5 (five) consecutive years by the members of the company at duly convened Extra-ordinary General Meeting held on 06th February, 2025. The Appointment is for a term commencing from on 06th February, 2025. The Members passed Ordinary Resolution for appointment of Ms. Sejal Harit Palan

Mr. Vikas Rambhai Jobanputra has been appointed as an Independent Director of the company for a term of 5 (five) consecutive years by the members of the company at duly convened Extra- ordinary General Meeting held on 06th February, 2025. The Appointment is for a term commencing from 06th February, 2025. The Members passed Ordinary Resolution for appointment of Mr. Vikas Rambhai Jobanputra

II. Other Terms and Conditions:

COMMITTEES

The Board of Directors (the Board) may, if it deems fit, invite you to serve on one or more of the Board Committees. Your appointment on such Committee (s) will be subject to applicable regulations and charter of the respective committee.

EXPECTATIONS OF THE BOARD

• **Time Commitment:** You are expected to bring objectivity and independence of view to the Board's discussions and to help in providing the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. Whereas other Committees meetings are will be also being convened in a year as per the applicable statutory provisions. You will be expected to attend Board, Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Ahmedabad or Rajkot.

• **Disclosure of Interest:** You should give us required disclosure as prescribed under the status. The Company Secretary will co-ordinate with you for getting such disclosures from time to time. Further furnish us the annual declaration that you meet the criteria of



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Independence as per Companies Act, 2013. Further update promptly, wherever there is change in circumstance which may affect your status of Independence.

• **Confidentiality:** You must apply the highest standard of confidentiality and not disclose to any person or Company, whether during the course of Appointment or at any time after termination, any confidential information concerning the Company and any group Companies with which you come into contact by virtue of your position.

ROLE, RESPONSIBILITIES AND DUTIES ALONG WITH ACCOMPANYING LIABILITIES

As a Non-Executive Independent Director of the Company you shall act in accordance with the provisions of the Companies Act, 2013, and in accordance with the Articles of Association of the Company.

The fiduciary duties of Executive and Non-Executive directors are as under:

- Act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- Exercise duties with due and reasonable care, skill and diligence and exercise independent judgment.
- Not involve in a situation where there is a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- Not achieve or attempt to achieve any undue gain or advantage either to himself or to your relatives, partners, or associates
- Not to assign your office as Director.

In addition to the above, the role of the Non-Executive Independent Director has the following key elements:

Strategy: You will constructively contribute in the development of the Company strategy.

Performance: You should scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

Risk: You should satisfy yourself that financial information is accurate and that financial controls and systems of risk management are robust and defensible.

People: You should determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management; If as a Director of the Company you contravene any provisions of the Companies Act, 2013 you shall be punishable with fine under the statute and may also be exposed to Civil Action, Criminal Action or Class Action Suit by the Shareholders.

FEES AND REMUNERATION



You shall be paid fees as approved by the Board from time to time. This fees will be linked to your presence at the Board and Committee meetings and also on the basis of your position in various Committee of the Board, whether as the Chairman or a Member of the Committee(s). However, such fees shall be within the limits of the Companies Act, 2013. The proposed fees are as under:

Sr. No.	Particulars	Amount
1.	Board meeting fees per meeting	Rs. 10,000/-
2.	Committee meeting fees per meeting	Rs. 10,000/-

REIMBURSEMENT OF EXPENSES

In addition to fees described above, the Company shall reimburse you the traveling, hotel, out of pocket and other incidental expenses incurred by you in performance of your roles and duties.

CODE OF ETHICS AND BUSINESS CONDUCT

The Company has formulated and adopted a “Code of Ethics and Business Conduct” for all the Board members, senior officers and employees. The Code of Conduct is also posted on the Company’s website. You shall annually affirm, in writing, the compliance with the code.

TRAINING SESSIONS

The Company shall from time to time provide you with suitable training sessions to familiarize with the company, including briefing from the management, nature of the industry in which the company operates, business model of the company, etc.

EVALUATION OF BOARD

As a Non-Executive Independent Director you should strive to hold and attend one meeting of the Independent directors in a year, without the presence of Non- Independent Directors and member of the management team with the sole objective of:

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



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RESIGNATION

You may resign any time from the position of Non-Executive Independent Director by a written notice. It is desirable that you inform Chairman in advance of your intention to resign or not to seek re-appointment which will help company to fill the vacancy.

JURISDICTION AND GOVERNING LAW

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian Courts.

If you are willing to accept these terms of appointment relating to your appointment as a Non- Executive Independent Director of company.

DISCLOSURE

The terms and condition for appointed of independent director is disclosed on Company's website i.e. www.aptus-pharma.com.
