



Pharmaids Pharmaceuticals Limited

Terms and Conditions of Appointment for Independent Directors



BOARD OF DIRECTORS

Pharmaids Pharmaceuticals Limited

A. Term of Appointment

The provisions of the Companies Act, 2013 (“hereinafter referred to as “Act”) and Rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as “SEBI LODR”) to the extent applicable, shall apply to the appointment of Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, during the term, as an Independent Director you are not liable to retire by rotation.

The appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Act and the SEBI LODR.

As an Independent Director they may be required to serve on one or more of the Committees of the Board established by the Company. The appointment on such Committee(s) will be subject to the applicable regulations.

B. Role, Duties and Responsibilities

As a Member of the Board, Independent Directors along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- “Responsibilities of the Board” as outlined under SEBI (LODR) Regulations, 2015.
- Accountability under the Director’s Responsibility Statement.
- They shall abide by the ‘Code for Independent Directors’ as outlined in section 149(8) read with Schedule IV to the Companies Act, 2013 and duties of Directors provided in the SEBI LODR.

C. Time Commitment

As an Independent Director of the Company, they are expected to bring objectivity and independence of view to the Board’s discussions and to help provide 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. The Audit Committee also meets at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee and Stakeholders’ Relationship Committee which are ordinarily convened, as

per the requirement. You are expected to attend Meetings of Board and the Board Committees to which they may be appointed and Shareholders Meetings and agree to devote such time, as appropriate to discharge their duties effectively.

Further, as per Clause VII of Schedule IV of the act and Regulation 25(3) of the SEBI LODR, all the Independent Directors shall hold at least one meeting in a financial year, without presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

D. Disclosures

During the term, Independent Directors are required to promptly notify the Company of any change in their Directorships and provide such other disclosures and information as may be required under the applicable laws. Upon becoming aware of any potential Conflict of Interest with their position as an Independent Director of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During the term, they promptly provide declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status, as an Independent Director, confirming compliance with the said criteria of independence every financial year.

E. Confidentiality

All information acquired during the tenure of appointment is confidential and should not be released/communicated, either during appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by Law or by the Rules of any Stock Exchange or Regulatory Body. On reasonable request, Independent Directors shall surrender any documents and other materials made available to them by the Company. The Obligation of Confidentiality shall survive termination or cessation of Directorship with the Company.

F. Performance Evaluation

Performance of the Independent Director as well as the performance of the entire Board and the Committees will be evaluated annually as may be required under the provisions of the law. The appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

G. Code of Conduct

During the appointment, Independent Directors shall comply with the following Codes of Conduct:

- a. Code of Conduct for Board of Directors
- b. Code of Conduct for prevention of Insider Trading
- c. Code for Independent Directors as provided in Schedule IV to the Companies Act, 2013 and such other requirements as the Board of Directors may from time to time specify.

H. Training and Development

The Company may, if required, conduct formal training programme for its Independent Directors, which may include any or all of the following:

- a. Board roles and responsibilities, while seeking to build working relationship among the Board Members.
- b. Company's vision, strategic direction, core values, ethics and corporate governance practices.
- c. Familiarization with financial matters, management team and business operations.
- d. Meetings with stakeholders, visits to business locations and meeting with senior and middle management.

The Company, may, as may be required, support Directors to continually update their skills and knowledge and improve and improve their familiarity with the Company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

I. Remuneration

Independent Directors shall be paid Sitting Fees for Meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders, if any, from time to time. The Sitting Fees presently paid to the Independent Director is as per Policy designed by Board of Directors. In addition, the Company shall reimburse the expenses incurred by the Independent Directors for participation in the Board and other Meetings in the performance of your roles and duties.

J. Liability

As an Independent Director, they shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with their knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently with respect of the provisions contained in the Companies Act, 2013 and the Listing Agreement.

K. Termination

Independent Directors may resign from the position at any time, and should they wish to do so, they would require to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, the Independent Director is required to file a copy of resignation letter with the Registrar of Companies.

The Directorship on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in the Companies Act, 2013 and SEBI LODR, the Directorship may be terminated for violation of any provision of the Code of Conduct as applicable to Directors.

Notwithstanding other provisions of appointment, the Independent Director shall be terminated on failure to meet the parameters of Independence as defined in Section 149(6) or on occurrence of any event as defined in Section 167 of the Companies Act, 2013 or on any other statutory requirement.

L. Changes of personal details

During the term, Independent Directors shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

M. Dissemination

This Policy shall be disclosed on the Company's website. The Policy will be reviewed on an annual basis or as and when warranted due to Regulatory requirements.


