

## **SHARON BIO-MEDICINE LIMITED**

### **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

#### **1. Appointment:**

The appointment will be for a period of 5 years or the Director attaining the age of 75 years, whichever is earlier ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance with relevant provisions of the 2013 Act. As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and the shareholders. Reappointment would be considered based on the outcome of the performance evaluation process and the director continuing to meet the independence criteria and subject to the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in this regard.

Directors may be requested to be a member/ Chairman of any one or more Committees of the Board which may be constituted from time to time.

Appointment will be done on the following Committees of the Board (As applicable to the respective Director):

1. **Audit Committee**
2. **Stakeholders Relationship Committee**
3. **Nomination & Remuneration Committee**
4. **Corporate Social Responsibility Committee**

#### **2. Time Commitment:**

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

#### **3. Role, Duties and Responsibilities:**

The role and duties will be those normally required for the Independent Director under the Act and the Listing Regulations. There are certain duties prescribed for all Directors, both Executive and Non- Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act. In addition to the above requirements, they are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time.

#### **4. Code of Conduct & other compliances:**

During the appointment, you are required to abide by the code for Independent Directors and Sharon Code of Conduct for Prevention of Insider Trading and such other requirements as the Board of Directors may from time to time specify. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations.

**5. Performance Appraisal / Evaluation Process:**

Board Members performance shall be evaluated annually. Evaluation shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee. Appointment and re-appointment on the Board shall be subject to the outcome of the evaluation process.

**6. Remuneration:**

Remuneration to be paid by way of sitting fees for attending the meetings of the Board and the Committees as may be decided by the Board from time to time, subject to approval of the shareholders, if required. Board Members will be entitled to take reimbursement of expenses incurred in connection with attending the Board Meetings, Committee Meetings, General Meetings and other meetings in relation to the business of the Company. They will not be entitled to any stock options during your tenure as Independent Director.

**7. Training:**

Board Members will be entitled to training program for familiarizing with the business and operation of the Company, its growth plans, the peculiarities of the industry in which it operates, its goals and expectations and long term plans and objectives.

**8. Publication of the terms and conditions of appointment:**

As per Regulation 46 of the Listing Regulations, 2015, the terms and conditions of appointment shall be disclosed on the website of the company

**9. Governing Law:**

This letter of appointment is governed by and will be interpreted in accordance with Indian law and engagement shall be subject to the jurisdiction of the Indian courts.

**10. General:**

All the terms as mentioned shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the Listing Regulations, as amended from time to time.

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