

ACHYUT HEALTHCARE LIMITED

Registered Office: 610, Colonade, B/h, Iscon Temple, Opp. Iscon BRTS Bus stand,
Iscon-Ambli Road, Ahmedabad-380058, Gujarat, India.

Corporate & Admin Office : 504, Iscon Elegance, Nr. Anandham Jain Derasar, S.G. Road,
Ahmedabad -380 051, Gujarat, India.

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CIN No. : U67120GJ1996PLC028600 Email : mahendrazenith@hotmail.com

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

OF

ACHYUT HEALTHCARE LIMITED



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The terms and Conditions of the appointment, which shall, in any event be subject to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Articles of Association of the Company, are set out below. The broad terms and conditions of their appointment as Independent Directors are reproduced hereunder:

TERMS OF APPOINTMENT:

The appointment of a Director as an 'Independent Non-Executive Director' on the Board of Directors of the Company is subject to the provisions of the Act and rules framed thereunder. Further such appointment of an Independent Non-Executive Director shall not be liable to retirement by rotation as per the provisions of section 149(13) of the Act.

Notwithstanding other provisions of this Letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Act.

Upon termination or upon resignation for any reason, duly intimated to the Company, Director shall not be entitled to any compensation for loss of office

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 and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and such Director(s) continuing to meet the independence criteria.

The 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.

ROLES, DUTIES AND RESPONSIBILITIES:

As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- a. Requirements under the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013,
- b. "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by the Stock Exchanges under Regulation 4(2)(f) of Listing Regulations.
- c. Accountability under the Director's Responsibility Statement.
- d. The role and duties of Independent Directors will be those normally required of a Non- Executive Independent Director under the Companies Act, 2013 and Listing Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:



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- i. They shall act in accordance with the Company's Articles of Association.
- ii. They shall 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 interest of the Company.
- iii. They shall discharge their duties with due and reasonable care, skill and diligence.
- iv. They shall not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- v. They shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.
- vi. They shall not assign their office as Director and any assignments so made shall be void.

REMUNERATION AND REIMBURSEMENT OF EXPENSES:

Independent director shall be paid such remuneration by way of sitting fees for attending meetings of the board and its committees as may be decided by the board from time to time. In addition to the sitting fees Company may pay or reimburse such expenditure as they have incurred while performing their roles as Independent directors and any out of pocket expenses for attending board/committee meetings, general meetings with shareholders/creditors/management, induction of any training or programme by the Company for directors etc.

TRAINING AND DEVELOPMENT

The Company may, if required, conduct formal training program for its Independent Directors. The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will arrange for training on all matters which are common to the whole board.

DISCLOSURE OF OTHER DIRECTORSHIP AND BUSINESS INTEREST

The Independent Directors, during their tenure of appointment are expected to promptly notify the Company of any change in the other Directorships and also provide such other disclosures and information as may be required under the applicable laws. Upon becoming aware of any potential conflict of interest with the position of Independent Directors of the Company, they should promptly disclose the same to the Chairman/Chairperson and/or the Company Secretary. The Independent Directors, during the tenure of their appointment, should promptly provide a declaration to the Company under Section 149(7) of the Companies Act, 2013, upon any change in circumstances, which may affect the status as an Independent Director in addition to the annual disclosure.

CONFLICT OF INTEREST



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1. It is accepted and acknowledged that Independent Directors may have business interests other than those of the Company. As a condition to appointment, they are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of appointment.

2. In the event that circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that they are independent, this should be disclosed to both the Chairman and the Company Secretary.

3. They shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.

CODE OF CONDUCT

The Independent Directors are required to comply with policy of Company's Code of Conduct for Board of Directors and Senior Management.

The Independent Directors are also required to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the relevant provision under the Companies Act, 2013 like disclosure or use of unpublished price sensitive information. Directors' obligation to maintain the confidentiality shall survive after termination or cessation of directorship with the Company.

PERFORMANCE APPRAISAL / EVALUATION PROCESS

The performance of all the directors including Independent Directors shall be evaluated annually. The criteria for evaluation shall be determined by the Nomination & Remuneration committee of the board. The appointment/re-appointment/continuation of Independent Directors on the board shall be subject to the outcome of the yearly evaluation process and remain confidential to improve the effectiveness of the Board/Committee.

CONFIDENTIALITY

1. All information acquired during appointment is confidential to the Company and shall not be released, either during appointment or following termination (by whatever means) to third parties without prior clearance from the Company 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.

2. Attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, Independent Directors should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary.



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3. The obligation of confidentiality shall survive cessation of their respective directorship with the company. Publication of the letter of appointment in line with provisions of Clause IV(6) of Schedule IV to the Companies Act, 2013 and Listing Regulations, the Company will make public the terms and conditions of appointment of Independent Directors and will also arrange for it to be displayed on the Company's website.

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.

GENERAL:

The appointment of Independent Directors and any non-contractual obligations arising out thereof shall be governed by and be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Jammu.

