

Terms and Conditions of Appointment of Independent Directors of Orchid Pharma Limited

The terms and conditions of appointment of Independent Directors of Orchid Pharma Limited ("the Company") are subject to the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, the Company's Model Code of Conduct for Board of Directors and its Code of Conduct for Prevention of Insider Trading.

The major terms and conditions of appointment of the above Independent Directors are as under:

1. Terms of Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board effective June 29, 2020 for a period 5 (five) consecutive years. Your appointment is subject to the approval of shareholders. The Independent Directors are not liable to retire by rotation. Re-appointment at the end of the tenure shall be considered by the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation process, subject to the Directors continuing to meet the independence criteria.

During the term, as per the section 149 (7) of the Act, the Independent Director agrees to submit a declaration, at the first meeting of the Board of the Company in which the Independent Director participates as a director and thereafter at the beginning of every financial year or whenever there is a change in the circumstances which may affect their status as an independent director stating that the Independent Director meets the criteria of independence as provided in Section 149(6) of the Act. Independent Director agrees to ensure compliance with all applicable provisions of the Act.

You need to ensure that during your tenure as an Independent Director of the Company, the number of Companies in which you hold the office as a director or chairman or committee member will not exceed the limit stipulated under Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

2. Board Committees

As advised by the Board, during the tenure of office, you may be required to serve on any one or more existing Committees of the Board or any such Committee that is set up in the future. The appointment on such Committee(s) will be subject to the applicable laws.

Currently, the Board has four committees: Audit Committee, Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC) and the Banking, Finance and Operations Committee.





(BFO). The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. Recommendations of the committees are submitted to the full Board for approval.

3. Training and Development

Every new independent director of the Board attends an orientation program. Presentations are made by Executive directors / Senior Managerial personnel. The presentations cover an overview of our strategy and operations to familiarize the new inductees about the strategy, operations and functions of our Company. The Company would provide necessary support to Independent Directors in updating their skills and knowledge with respect to the Pharmaceutical industry and to improve their familiarity with the Company and its business. The Company may, if required, will conduct formal training program for its Independent Directors.

4. Expectations, Role, Functions and Duties:

Independent Director (ID) is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective inputs in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. ID is also expected to observe and comply with applicable laws, the charter documents of the Company and the rules, regulations and policies of the Company, in relation to his/her directorship and the business of the Company.

The role, functions and duties of ID will be as provided under the applicable laws, including the Companies Act, 2013 ("the Act") and in conformity with Section 149(8) read with Schedule IV of the Act and SEBI (LODR) Regulations, 2015, including in relation to attendance of meetings, maintenance of confidentiality, safeguarding the interests of the stakeholders, bringing objective judgement, asking clarifications, etc. which inter-alia includes:

- Complying with the requirements under the Companies Act, 2013 and Rules framed thereunder
- Complying with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the role, function and duties as a Director on the Board of the Company
- Act in accordance with the Company's Article of Association
- Abide by the guidelines of Professional conduct for Independent Directors as set out in Section 149(8) read with Schedule IV to the Act
- Accountability under Directors' Responsibility Statement which forms part of the Board's Report to the shareholders.
- Review of Companies business strategy, financial plan and monitor the performance of the Company.
- Safeguarding the interest of all stakeholders.
- Advice and counsel the management in the respective area of expertise
- Act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company, its employees, the members and the community





- Independent Director agrees to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as Independent Director.
- You are expected to :
 - i. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - ii. Guide the Board in monitoring and managing potential conflicts of interest of management, Board Members and stakeholders, including misuse of corporate assets and abuse in related party transactions;

5. Professional Conduct

As an Independent director, you shall:

- (a) uphold ethical standards of integrity and probity;
- (b) act objectively and constructively while exercising your duties;
- (c) exercise your responsibilities in a bona fide manner in the interest of the Company;
- (d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- (e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making
- (f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- (g) refrain from any action that could lead to a loss of your independence;
- (h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly, and
- (i) assist the Company in implementing the best corporate governance practices.

6. Duties

As a member of the Board along with other Board members, Independent Directors are responsible for fulfilling key functions and duties, as set out under section 149(6) read with Schedule IV of the Companies Act, 2013 and more particularly as follows:

The independent directors shall—

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;





- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) Within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

7. Remuneration and reimbursement of expenses:

The Independent Directors will 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 compliance with applicable law. The remuneration shall be subject to applicable taxes and the Company may withhold there from any amounts as are required to be withheld pursuant to applicable law. In addition to the remuneration described above, the Company will, during the period of appointment, reimburse the reasonable expenses incurred by the ID for participation in the Board or other Committee meetings.





8. Code of Conduct:

The Independent Directors of the Company shall comply with the Company's Code of Conduct for Board of Directors and its Code for Independent Directors. Unless specifically authorized by the Company, the Independent Directors shall keep confidential all information concerning the Company and shall not divulge or disclose the same to any person during the term of their appointment. Their obligation of confidentiality shall survive cessation of their directorships with the Company. The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Orchid's Code of Conduct for Prevention of Insider Trading, as amended from time to time, prohibiting disclosure or use of unpublished price sensitive information shall be applicable to the Independent Directors.

9. Performance Appraisal / Evaluation Process:

As members of the Board, the performance of the Independent Directors as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be disclosed in the Annual Report of the Company. The actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committees.

10. Disclosures:

During the tenure of their directorship, the Independent Directors shall notify promptly the Company of any change in their directorships and shall provide all disclosures and information as may be required under the applicable laws. They shall also upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, promptly disclose the same to the Chairman of the Board or the Company Secretary.

11. D& O Insurance

The Company has Directors' and Officers' liability insurance to pay for the personal liability of directors and officers for claims made against them while serving on the Board and / or as an officer of the Company.

12. Disengagement:

The Independent Directors may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later. Continuation of appointment of ID is contingent on his/her willingness to continue as an ID, and getting re-appointed by the shareholders in accordance with applicable law. ID will not be entitled to compensation in case the shareholders of the Company do not re-appoint him/her at any time.

The directorship of Independent Directors on the Board shall cease in accordance with the provisions of the Companies Act, 2013 or other applicable laws. The Company may disengage the Independent





Directors prior to completion of their terms (subject to compliance of relevant provisions of the Act) upon:

- their violating any of the provisos of the Company's Code of Conduct applicable to the Independent Directors
- the Independent Directors failing to meet the criteria for independence as envisaged in Section 149(6) of the Act and SEBI (LODR) Regulations, 2015, as amended from time to time.

13. Liability:

Subject to applicable law, for any breach of duties, ID will be liable to consequence prescribed under applicable law and in relation to the Company, ID would be liable for such acts of omission or commission by the Company which had occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance, or where ID has not acted diligently.

14. Miscellaneous:

The appointment of ID is also subject to the maximum permissible directorships that one can hold under applicable law, including as per the provisions of the Act and the SEBI (LODR) Regulations, 2015. ID will not be in employment of the Company. ID will be invited to attend ongoing training and familiarization sessions, including briefings from management and site visits.

