

September 17, 2024

Dr. Ranjan Ramdas Pai

Esencia, Block 1B Jakkur Plantation
Village Main Road, Bangalore North
Karnataka- 560064

Dear Ranjan Ramdas Pai,

LETTER OF APPOINTMENT

On behalf of Dr. Agarwal's Health Care Limited ("COMPANY"), we take great pleasure in confirming your appointment as an Independent Director on the Board of Directors ("BOARD") of the Company. Your appointment as an Independent Director will be for a period of five years from **September 17, 2024**.

The detailed terms of your appointment as an Independent Director are set out in the Annexure to this letter.

We look forward to your valuable contributions and strategic direction in shaping the decisions and strategies of the Company as we embark on our shared journey of vision excellence.

Sincerely Yours

For Dr. Agarwal's Health Care Limited

Dr. Adil Agarwal

CEO and Whole-Time Director

Dr. Agarwal's Health Care Limited

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Corporate Office

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: info@dragarwal.com | Website: www.dragarwals.co.in

ANNEXURE

THE TERM OF APPOINTMENT:

Your term of appointment as an Independent Director shall be in accordance with the approval of the shareholders.

BOARD EXPECTATION:

As an Independent Director, the Company seeks your valuable contributions at the Board Meetings in shaping key decisions, strategies, performance and risk evaluations, affecting the Company.

MEMBERSHIP OF COMMITTEES:

Being an Independent Director, you may be appointed on the Committee(s) of the Board, as may be formed, from time to time and shall be guided by the terms of reference of such Committees.

DUTIES AND LIABILITIES:

Duties of an Independent Director shall be in accordance with the provisions of Section 166 of the Companies Act, 2013 (“ACT”). It is also imperative that all Independent Directors comply with Schedule IV of the Act which lays down the code for Independent Directors. Additionally, the Independent Director shall immediately disclose to the Board,

- a. the occurrence of any event that would violate/breach the conditions of Independence of the Independent Director under Section 149 of the Act,
- b. disqualification under Section 164 of the Act
- c. Interest under Section 184 of the Act
- d. Any other material event that in your best and fair judgement should be brought to the notice of the Board (including any business interest other than those of the Company)

DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY:

Independent Directors will be covered under the D&O Insurance Policy procured by the Company from time to time subject to the terms and conditions as may be applicable to the policy in force.

CODE OF CONDUCT:

The Board has instituted a Code of Conduct that shall serve as a cornerstone for all Board matters and lay down the guiding principles. An annual affirmation of compliance is required to be provided by the Independent Directors on the same.

In addition, every Independent Director needs to certify his independent status at the time of appointment and annually thereafter.

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BUSINESS INTERESTS:

Attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently, an Independent Director should refrain from making any statements that might risk a breach of these requirements.

An Independent Director shall also abide by the Code of Conduct for Prohibition of Insider Trading, which is applicable to all its Directors upon listing the securities of the Company in one or more stock exchanges.

REMUNERATION:

As an Independent Director, you shall be paid sitting fees as may be decided by the Board, from time to time, for attending the Meetings of the Board and Committees, as may be applicable. You may also be eligible for a commission that shall not exceed a pre-determined amount and/or percentage of net profit as may be decided by the Shareholders by means of a Special Resolution at a duly convened General Meeting. The limits for commission currently in force shall be communicated to you along with a copy of the Special Resolution. The Board may decide the commission payable to you based on your attendance at Board and/or Committee meetings, the strategic value brought to the Company, performance of the Company etc.

The Company will also pay/reimburse all travel and hospitality expenses related to the assignment as a Member of the Board.

There will be a withholding tax on all remuneration payments made, for which the Company will provide the requisite certificate to claim tax credit in order to file Income-tax returns.

Upon termination or upon resignation for any reason, no fee will be payable in respect of unexpired portion of the term of appointment.

The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations

General

Please confirm your acceptance to the above by signing and returning the enclosed duplicate of this letter.

Dr. Agarwal's Health Care Limited

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