

Date :

To,
Mr. Akhil A. Monappa
Flat D, Rutland House,
30, Greencroft Gardens,
London-NW63LT

Sub.: Appointment as an Independent Director of Zydus Wellness Limited (“the Company”) for the first term of 5 (five) consecutive years.

Dear Sir,

We are pleased to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 17, 2023 has approved your appointment as an Independent Director of the Company for the first term of 5 (five) consecutive years w.e.f. May 17, 2023. Further, the shareholders of the Company at the Twenty Ninth annual general meeting held on _____ approved your appointment by passing the special resolution with requisite majority. We welcome you as a member of the Board of Directors of Zydus Wellness Limited.

We take on record your declarations / confirmations that (i) you meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 (“the Act”) and regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (ii) you have given consent to act as a Director of the Company and (iii) you are not disqualified to be appointed as a Director of any company pursuant to the provisions of section 164 of the Act.

This appointment letter sets out your terms of appointment as an Independent Director and your relationship with the Company and it does not imply any contract for employment.

The terms of your appointment are subject to the existing provisions of the Act, the Listing Regulations and Articles of Association of the Company.

1. Appointment:

Your appointment will be for a consecutive period of 5 (five) years w.e.f. May 17, 2023, unless you resign earlier from the directorship or the appointment is terminated for some reasons.

As an Independent Director, your appointment shall not be liable to retire by rotation.

At present, you are not a member of any committees of the Board of the Company. The Board may reconstitute any of the Committee(s) of Board from time to time.

2. Role, duties and responsibilities:

A. As a member of the Board, you along with the other Directors will be collectively responsible for meeting the roles and responsibilities of the Board which, amongst other things, include:

Zydus Wellness Limited

(a subsidiary of Zydus Lifesciences Limited)

Regd. Office: ‘Zydus Corporate Park’, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481, India.

Phone No.: +91-79-71800000; **Website:** www.zyduswellness.com

CIN: L15201GJ1994PLC023490

1. Requirements under the Act,
2. Responsibilities of the Board as outlined in the Listing Regulations,
3. Accountability under the Director's Responsibility Statement.

B. You are expected to abide by the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act and Code of Conduct for Directors and Senior Management approved by the Board of Directors, copy whereof is attached as **Annexure-A** to this letter.

3. Time Commitment:

As an Independent Director, you will devote time for the performance of your role and discharging duties and responsibilities as an Independent Director.

4. Remuneration:

You will be paid sitting fees of Rs. 1,00,000/- for each Board / Committee Meeting attended by you.

You will be reimbursed any expenditure incurred by you on travelling, hotel accommodation and such other expenses incurred by you for attending any Board / Committee / General Meetings. For claiming reimbursement of the aforesaid expenditure, you are expected to produce requisite bills / vouchers / receipts to the Company. The Company will reimburse the amounts spent by you as aforesaid immediately.

You will be entitled to receive remuneration / commission as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, which will be within the overall limits prescribed under the Act and approval of members in this behalf.

5. Insurance:

The Company takes Directors' and Officers' liability insurance policy and pays the premium for the same. The Company will be happy to provide a copy of the policy upon your request.

6. Performance appraisal evaluation process:

As a member of the Board and in terms of the provisions of the Act, your performance as a board/committee member will be evaluated in accordance with the criteria determined by the Nomination & Remuneration Committee. A copy of Nomination and Remuneration Policy is attached as **Annexure-B** to this letter.

7. Disclosures:

During your tenure, as a matter of statutory compliance, you will promptly inform the change in your other directorships / committee memberships. It is assumed that you will not have conflict of interest situation with your position as an Independent Director.

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You are expected to promptly intimate to the Company Secretary and the Registrar of Companies in the prescribed manner, any change in your address and contact details provided to the Company.

8. Cessation/Termination:

In accordance with the provisions of the Act and Code of Conduct, your directorship on the Board may be terminated or ceased.

You may resign from the directorship by giving a notice in writing to the Company along with reasons for the resignation. Your resignation will come into effect on the day the notice is received by the Company or such other date mentioned in the notice.

During the tenure of your appointment, if you are not fulfilling the criteria for independence as prescribed under the Act and the Listing Regulations, you are expected to submit your resignation to the Company.

9. Miscellaneous:

- As per the provisions of the Listing Regulations, this letter of appointment will be displayed on the website of the Company and the website of the relevant Stock Exchanges, where the shares of the Company are listed.
- This letter shall not be valid for any waiver or modification without the signature of the Company and you.
- You will comply with Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 pertaining to online proficiency self-assessment test.

10. Acceptance of Appointment:

Looking to your qualifications, experience and expertise, the Company is confident that your contribution will be of immense value for the growth of the Company.

If the terms of appointment contained in this letter are acceptable to you, please confirm your acceptance by signing and returning the duplicate copy of this letter.

We thank you for your continued support and commitment towards the progress of the Company.

Yours Sincerely,

For, **Zydus Wellness Limited**

Sharvil P. Patel
Chairman

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CIN: L15201GJ1994PLC023490

Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company as contained in this letter and I hereby affirm my acceptance to the same.

Signature :
Name of the Director : Akhil Monappa
DIN : 09784366
Place :
Date : _____, 2023

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CIN: L15201GJ1994PLC023490

Date :

To,
Mr. Srivishnu R. Nandyala
Plot No. 616, Road No. 33,
Jubilee Hills, Hyderabad,
Telangana-500033

Sub.: Re-appointment as an Independent Director of Zydus Wellness Limited (“the Company”) for the second term of 5 (five) consecutive years.

Dear Sir,

We are pleased to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 17, 2023 has approved your re-appointment as an Independent Director of the Company for the second term of 5 (five) consecutive years w.e.f. March 11, 2024. Further, the shareholders of the Company at the Twenty Ninth annual general meeting held on _____ approved your re-appointment by passing the special resolution with requisite majority.

We take on record your declarations / confirmations that (i) you meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 (“the Act”) and regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (ii) you have given consent to act as a Director of the Company and (iii) you are not disqualified to be appointed as a Director of any company pursuant to the provisions of section 164 of the Act.

This appointment letter sets out your terms of re-appointment as an Independent Director and your relationship with the Company and it does not imply any contract for employment.

The terms of your re-appointment are subject to the existing provisions of the Act, the Listing Regulations and Articles of Association of the Company.

1. Re-Appointment:

Your re-appointment will be for a consecutive period of 5 (five) years w.e.f. March 11, 2024 upto March 10, 2029, unless you resign earlier from the directorship or the re-appointment is terminated for some reasons.

As an Independent Director, your re-appointment shall not be liable to retire by rotation.

2. Role, duties and responsibilities:

A. As a member of the Board, you along with the other Directors will be collectively responsible for meeting the roles and responsibilities of the Board which, amongst other things, include:

1. Requirements under the Act,
2. Responsibilities of the Board as outlined in the Listing Regulations,

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3. Accountability under the Director's Responsibility Statement.

B. You are expected to abide by the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act and Code of Conduct for Directors and Senior Management approved by the Board of Directors, copy whereof is attached as **Annexure-A** to this letter.

3. **Time Commitment:**

As an Independent Director, you will devote time for the performance of your role and discharging duties and responsibilities as an Independent Director.

4. **Remuneration:**

You will be paid sitting fees of Rs. 1,00,000/- for each Board / Committee Meeting attended by you.

You will be reimbursed any expenditure incurred by you on travelling, hotel accommodation and such other expenses incurred by you for attending any Board / Committee / General Meetings. For claiming reimbursement of the aforesaid expenditure, you are expected to produce requisite bills / vouchers / receipts to the Company. The Company will reimburse the amounts spent by you as aforesaid immediately.

You will be entitled to receive remuneration / commission as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, which will be within the overall limits prescribed under the Act and approval of members in this behalf.

5. **Insurance:**

The Company takes Directors' and Officers' liability insurance policy and pays the premium for the same. The Company will be happy to provide a copy of the policy upon your request.

6. **Performance appraisal evaluation process:**

As a member of the Board and in terms of the provisions of the Act, your performance as a board/committee member will be evaluated in accordance with the criteria determined by the Nomination & Remuneration Committee. A copy of Nomination and Remuneration Policy is attached as **Annexure-B** to this letter.

7. **Disclosures:**

During your tenure, as a matter of statutory compliance, you will promptly inform the change in your other directorships / committee memberships. It is assumed that you will not have conflict of interest situation with your position as an Independent Director.

You are expected to promptly intimate to the Company Secretary and the Registrar of Companies in the prescribed manner, any change in your address and contact details provided to the Company.

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8. Cessation/Termination:

In accordance with the provisions of the Act and Code of Conduct, your directorship on the Board may be terminated or ceased.

You may resign from the directorship by giving a notice in writing to the Company along with reasons for the resignation. Your resignation will come into effect on the day the notice is received by the Company or such other date mentioned in the notice.

During the tenure of your appointment, if you are not fulfilling the criteria for independence as prescribed under the Act and the Listing Regulations, you are expected to submit your resignation to the Company.

9. Miscellaneous:

- As per the provisions of the Listing Regulations, this letter of appointment will be displayed on the website of the Company and the website of the relevant Stock Exchanges, where the shares of the Company are listed.
- This letter shall not be valid for any waiver or modification without the signature of the Company and you.
- You will comply with Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 pertaining to online proficiency self-assessment test.

10. Acceptance of Re-appointment:

Looking to your qualifications, experience and expertise, the Company is confident that your contribution will be of immense value for the growth of the Company.

If the terms of re-appointment contained in this letter are acceptable to you, please confirm your acceptance by signing and returning the duplicate copy of this letter.

We thank you for your continued support and commitment towards the progress of the Company.

Yours Sincerely,

For, **Zydus Wellness Limited**

Sharvil P. Patel
Chairman

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CIN: L15201GJ1994PLC023490

Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company as contained in this letter and I hereby affirm my acceptance to the same.

Signature :
Name of the Director : Srivishnu R. Nandyala
DIN : 00025063
Place :
Date : _____, 2023

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Date :

To,
Ms. Dharmishtaben N. Raval
25, Saurabh Society, Navrangpura,
Ahmedabad – 380 009

Sub.: Re-appointment as an Independent Director of Zydus Wellness Limited (“the Company”) for the second term of 5 (five) consecutive years.

Dear Sir,

We are pleased to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 17, 2023 has approved your re-appointment as an Independent Director of the Company for the second term of 5 (five) consecutive years w.e.f. March 11, 2024. Further, the shareholders of the Company at the Twenty Ninth annual general meeting held on _____ approved your re-appointment by passing the special resolution with requisite majority.

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Yours Sincerely,

For, **Zydus Wellness Limited**

Sharvil P. Patel
Chairman

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CIN: L15201GJ1994PLC023490

Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company as contained in this letter and I hereby affirm my acceptance to the same.

Signature :
Name of the Director : Dharmishtaben N. Raval
DIN : 02792246
Place :
Date : _____, 2023

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