

Appointment Letter

Ms. Sakshi Thapar
195, Asola, Fatehpur Beri,
Delhi - 110074
(DIN: 07271353)
Email: cssakshithapar@gmail.com
Mobile: +91 8750138218

Subject: Appointment as Independent Director

Dear Ms. Sakshi,

We are pleased to confirm your appointment as a Non-Executive Independent Director on the Board of Apollo Fashion International Limited ("the Company") effective from December 2, 2025, following the recommendation of the Nomination and Remuneration Committee and approval by the Board.

1. Appointment:

The Board of Directors ("Board") of the Company, at their meeting held on December 2, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with Sections 149, 152, read with Schedule IV of the Companies Act, 2013 ("Act"), has approved your appointment as an Independent Director for a term of 1 (One) year commencing from December 2, 2025, up to December 1, 2026. As per Section 149(13), your appointment is not subject to retirement by rotation. Re-appointment at the end of the term is based on performance evaluation and continued independence.

2. Eligibility and Independence Criteria:

You meet the criteria for independence under Section 149(6) of the Act, having no material pecuniary relationship or transactions with the Company, its promoters, directors, or key managerial personnel, except as disclosed in your declaration. You have confirmed no disqualifications under Section 164.

You are expected to continue to be qualified as 'Independent' during your tenure and provide periodic declaration to that effect as required by the Law. If circumstances change and you believe that it may not be possible for you to retain your independence, you shall intimate the same to the Company forthwith.

3. Duties, Responsibilities, and Liabilities

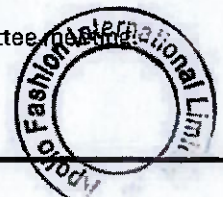
Your role shall be governed by:

- Schedule IV of the Act (Code for Independent Directors), including duties of care, diligence, good faith, and safeguarding stakeholder interests.
- You shall act in accordance with the Articles of Association and the Companies Act, 2013.
- Membership/chairmanship in committees (e.g., Audit, NRC, CSR etc.) as per applicable provisions of the Act.
- Board evaluation processes under Section 134(3)(p).
- You shall disclose any changes in interests under Section 184.

4. Remuneration

You shall receive sitting fees of Rs. 40,000/- (Rupees Forty Thousand only) per Board/Committee meeting. Reimbursement of travel/expenses applies.

Apollo Fashion International Limited



5. Compensation

As an Independent Director, you are not eligible for any stock options and, except for sitting fees, no commission or remuneration.

6. Termination

You may resign by giving notice in writing. Your appointment may also be terminated in accordance with the provisions of the Companies Act, 2013, and the Company's Articles of Association.

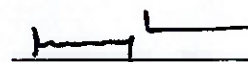
7. Confidentiality and Code of Conduct

All information acquired during your appointment is confidential and should not be disclosed to third parties unless required by law.

Your appointment is being formalized through this letter. Please note that this is a contract for service and is not a contract of employment.

We request you to confirm acceptance by signing and returning the duplicate copy. Welcome aboard.

On behalf of the Board of Directors
For Apollo Fashion International Limited



Shiraz Askari
Wholetime Director

DIN: 01125378

Corp. Offc. Address: B-21, Sector-65,
Noida – 201301 (U.P.)



Date: December 2, 2025
Place: Noida

Acceptance:

I, **Sakshi Thapar**, hereby accept the appointment as an Independent Director and agree to the terms and conditions outlined above.



Signature:

Date: 02/12/2025
Place: Delhi