

Terms and Conditions of appointment of Independent Directors

I. Term of Office

Appointment of an Independent Director is subject to the confirmation by the Shareholders and consent of Director to act as an Independent Director of Company.

An Independent Director is not liable to retire by rotation, as per the relevant provisions of the Companies Act 2013. The term of an Independent Director should be construed as defined under the Companies Act, 2013.

It is desirable that an Independent Director gives the Board of Directors a reasonable notice of their intention to resign or not to seek re- appointment, in the event of you deciding so.

Independent Director can be also removed as a Director or may require vacating office, if need arise, keeping with the provisions of any relevant law applicable or Article of Association of the Company.

Performance of an Independent Director is subject to review during their tenure with the Company in accordance with processes agreed to by the Board, from time to time. Independent Director may agree to participate in such reviews.

II. COMMITMENTS

A) Independent Director

Independent Director will be expected to devote such time as is necessary for the proper performance of his/ her duties as an Independent Director and accordingly they may be involved in a number of Board meetings and Committee meetings, each year. Independent Director should strive to attend all the scheduled Board meetings, General Meetings; Meetings of Committee of the Board and other meetings as may be necessary.

An Independent Director should strive to hold and be present in at least **one meeting** in a year, without the presence of Non - Independent Directors and Members of management, with the sole objective of:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

B) The Company

- The Company shall provide you with adequate notice of the dates of proposed Board meeting, General meetings, and meetings of Board Committees. As per the provision of the Companies Act, 2013, the Company is expected to give you an advance notice of minimum 7 days of every Board and Committee meetings. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Directors, shall be present at the meeting and in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Director and shall be final only on ratification thereof at least one Independent Director. The notice of the Board / Committee meetings will be provided along with the agenda of the Board/ Committee meetings.
- The company will train its Board members in the business model of the Company as well as the risk profile of the business parameters of the Company and their responsibilities as Directors.
- The Company may provide special training courses which are conducted by the various professional bodies to ensure that the Directors are refreshed and equipped to perform their role with the highest standards.
- Company shall inform the Directors about any upcoming events in the Company.
- Company shall ensure that the Director is update about latest happening in the industry and in the field of law applicable on the Company by allowing them to visit the seminars held in this respect.
- Company may establish an effective whistle blower mechanism so that the Directors can raise their concerns.
- It shall be the responsibility of the Company to provide the Independent Director with all the information and documents they validly to fulfill their functions.
- The company shall ensure that the Independent Directors are aware of their statutory obligations.

III. CODE OF CONDUCT, FUNCTIONS AND DUTIES.

Independent Director will be expected to perform his / her duties, whether statutory, fiduciary or common law, faithfully, effectively and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. Independent Director will have all the usual duties of an Independent Director under Company law, including attendance at Board meetings, the Annual General Meeting, meetings of Independent Directors, meeting with the investors and shareholders and other Board events such as visits, together with such additional duties as may be agreed with the

Board, and which may relate to the business of the Company or any other member of the Group.

Independent Director will be required to serve on such Committees as the Board may request, including but not limited to Audit, and/or Nomination and remuneration and /or Stakeholders Relationship Committees. Independent Director will be expected to devote appropriate preparation and travel time ahead of each meeting.

There are certain roles, functional duties prescribed for all Independent Directors, which are listed in the “Code of Independent Directors” as outlined in Schedule IV to the Companies Act, 2013. Independent Director shall abide by the said ‘Code of Conduct for Independent Directors’ as amended from time to time to the extent relevant and applicable to your role.

IV. LIABILITY

An Independent Director will be liable only in respect of such acts of omission or commission by the Company which had occurred with his / her knowledge, attributable through Board processes, and with Independent Director consent or connivance or where the Independent Director had not acted diligently.

V. TECHNOLOGY

Being a Director, Independent Director may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Directors meetings.

Independent Director may attend the Board or Committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

VI. CONFLICT OF INTEREST

By accepting this appointment, Independent Director will be deemed to have confirmed that any other position you hold including your Directorships in other organizations, shall not give rise to any conflicts of interest in relation to their appointment as an Independent Director of the Company. Should the Independent Director become aware of any conflict or potential conflict during your appointment, the Independent Director are expected to notify the Board of Directors of the Company.

An Independent Director shall not engage in any activity (ies) that is not expected from an Independent Director.

VII. DISCLOSURES

Independent Director shall be required to submit certain information in the prescribed forms on a defined periodicity.

Independent Director are required to disclose to the Company your interests in any matters (*excluding those matters which may be subject to legal professional privilege*) which affect your independence.

During tenure as an Independent Director the Independent Director are required to give a declaration that you meet the criteria of Independent Director every financial year as provided under section 149 of the Companies Act, 2013.

VIII. DIRECTORS' FEES

Independent Director will be paid sitting fee in consonance with policies of the Board for attending each meeting of the Board as well as the Committee meetings, as per the provision of Section 197 of the Companies Act, 2013, and the Articles of the Company.

The company shall reimburse Independent Director all travelling, hotel and other incidental expenses properly and reasonably incurred by you in the performance of his / her duties as per provisions of the Companies Act, 2013, in conjunction with the Company rules and policies.

An Independent Director shall not be entitled to any stock option and shall not be covered by any pension scheme.

IX. REVIEW / EVALUATION

The performance of Individual Directors, Board of Directors as a whole and its Committees is evaluated annually. If, in the interim, there are any matters which cause Independent Director Concern about their role, the Independent Director should discuss them with the Executive Directors or other Independent Director(s) as soon as you can. Appointment and re-appointment of Independent Director on the Board shall be subject to the outcome of the yearly evaluation process.

X. INDUCTION & TRAINING

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the Directors are refreshed and equipped to perform their role in the highest standards and performance possible.

Independent Director should feel free to request any further information which you require at any time.

XI. RIGHT TO ACCESS TO COMPANY RECORDS

Under the Company law, Directors have a right of access to Company's documents and records, including financial records.

XII. CONFIDENTIALITY

All information acquired during appointment is confidential to the Company and should not be released, either during appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. In the latter case, Independent Director would be required to suitably inform the Chairman of such an event or disclosure. On reasonable request, Independent Director shall surrender any documents and other materials made available to you by the Company.

XIII. COMMITTEES

The Board of Directors may, if it deems fit, invite Independent Director for being appointed on one or more Board Committees or any such Committee that is set up in the future. Independent Directors appointment on such Committee(s) will be subject to the applicable regulations.

XIV. APPLICABLE LAW

This letter of appointment shall be governed by laws of India.

For: **ELKOS PENS LIMITED**