

TERMS OF APPOINTMENT FOR INDEPENDENT DIRECTORS OF THE COMPANY

The appointment shall be subject to the approval of the shareholders at the general meeting and governed by the requirements of the Companies Act, 2013 (the Act), the Rules made thereunder and the provisions of the Listing Agreement.

The appointment shall also be Subject to the Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules').

- Responsibilities are structured in consonance with the Provisions of the Companies Act 2013 and relevant Scheduled IV, which includes
- Undertaking regular updates and refreshing the skills, knowledge and familiarity with the company;
- Striving to attend all meetings of the Board of Directors and of the Board committees of which Independent Directors are a member;
- Participating constructively and actively in the committees of the Board in which Independent Directors are a chairperson or member;
- Striving to attend the general meetings of the company
- where Independent Directors have any concerns about the running of the company or a proposed act on, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that concerns are recorded in the minutes of the Board meeting;
- keeping Independent Directors well informed about the company and the external environment in which it operates;
- not to unfairly obstructing the functioning of an otherwise proper Board or committee of the Board;
- paying sufficient attention and ensuring that adequate deliberations are held before approving related party transactions and assuring Independent Directors that the same are in the interest of the company;
- ascertaining and ensuring 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;

- reporting concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within Independent Directors authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- Expecting to disclose Independent Directors interest and other concerns from time to time as required under the Companies Act 2013 and SEBI Regulations.
- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.
- Besides, the Company will, for the period of Independent Directors appointment, reimburse for travel, Foodie and other incidental expenses incurred by Independent Directors in the performance of Independent Directors role and duties.
- In the event that Independent Directors circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that Independent Directors are independent, this should be disclosed to both the Chairman and the Secretary.
- Independent Directors attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently Independent Directors should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary.
- The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Independent Directors appointment and re appointment on the Board shall subject to the

outcome of the yearly evaluation process.

- During the tenure of Independent Directors appointment, Independent Directors are required to comply with the code of conduct adopted by the Board of Directors and to comply with Schedule IV of the Companies Act, 2013 and applicable clauses of the Listing Agreement, SEBI rules and Regulations for prohibition of insider trading and other related issues from time to time.
- Independent Directors may resign position at any time; Independent Directors are requested to serve a reasonable written notice on the Board. Appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company and the provisions of the Companies Act, 2013 and rules made there under as amended.
- The terms are bound under relevant Indian laws and Independent Directors engagement shall be subject to the jurisdiction of the Indian courts and the Courts in Coimbatore shall have exclusive jurisdiction
