

## Terms of Appointment of Independent Director

The terms and conditions of appointment of Independent Directors are as under:

### 1. TERM OF OFFICE:

In accordance with provisions of the Companies Act, 2013 and other applicable laws, Independent Director will serve as the Non- Executive Independent Director of the Company. The appointment of Independent Directors is for a period of 5 years from the date of their respective appointment.

In Compliance with the provisions of Section 149(13) of the Companies Act, 2013 and the relevant Rules made thereunder, your directorship is not subject to retirement by rotation.

### 2. COMMITMENTS:

#### A) Independent Director:

An Independent Director is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.

An Independent Director will be involved in a number of Board and committee meetings each year. They strive to attend all the scheduled quarterly board meetings, committee meetings, general meetings and other meetings.

Independent Directors are required to take duties and obligations as will be normally required of an Independent Director as per the provisions of Companies Act, 2013, the relevant Rules made thereunder.

#### B) The Company

The Company shall provide the Independent Director with adequate notice of the dates of proposed Board Meeting, general meetings and meetings of Board Committees. As per the provisions 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 director 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 directors and shall be final on ratification thereof by at least one independent director. The notice of the Board/Committee meetings will be provided along with the agenda of the Board/Committee meetings.

Independent Director will be paid such remuneration by way of sitting fees for meetings of the Board and its committees as may be decided by the Board.

### **3. CODE OF CONDUCT FUNCTIONS AND DUTIES**

During the tenure, you are required to comply with the regulations as contained in Schedule IV under the Companies Act, 2013 and also with the Code of Conduct for the Members of the Board of Directors and Senior Management of the Company.

### **4. CONFLICT OF INTEREST**

By accepting this appointment, Independent Director will be deemed to have confirmed that any other position they hold including their directorships in other organisations shall not give rise to any conflict of interest in relation to their appointment as an Independent Director of the company. If they become aware of any conflict or potential conflict during appointment and they are expected to notify the Company Secretary.

### **5. CONFIDENTIALITY AND ACCESS TO COMPANY RECORDS**

All information acquired by Independent Directors during their term as Director of the Company is to be treated as confidential and should not be released, either during tenure or following termination (by whatever means) to third parties without prior clearance from the Managing Directors of the Company unless such disclosure be required by any governmental, statutory and regulatory authority established under the laws for the time being in force.

On reasonable request, Independent Directors are required to surrender any documents and other material made available to them by the Company.

### **6. MEMBERSHIP OF COMMITTEES:**

As advised by the Board, during the tenure of office, they may be required to serve on more or more of the Committees of the Board as a Member or as the Chairman. Upon such appointment, Independent Director will be provided copy of the terms of reference which sets out the functions of the respective committee.

### **7. TERMINATION:**

Independent Director may resign from their position at any time and if they wish to do so, they are requested to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, they are required to file a copy of their resignation letter with the Registrar of Companies, Pune, Maharashtra.

The continuation of their appointment is contingent on getting re-elected by shareholders in accordance of the Company, from time to time in force.

**For Sintercom India Limited**  
**Jignesh Raval**  
**Managing Director**