

Terms and conditions of Appointment of Independent Directors

Name of Independent Director
Address

Dear _____,

SUBJECT: APPOINTMENT AS AN INDEPENDENT DIRECTOR

I am pleased to confirm that the Shareholders of EICL Limited has resolved to appoint you on the Board of the Company as an Independent Director of the Company.

Term of Appointment

Your appointment will be for a period of _____ consecutive years i.e. upto _____ subject to a yearly formal review to be conducted by the Board of Directors.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors.

You may resign by notice in writing at any time or you may be removed as a director or otherwise required to vacate office under any applicable law and under the Articles of Association of the Company.

Professional Conduct

As an Independent Director of the Company, you shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bona fide manner in the interest of the Company;

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- d) devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate your exercise of objective Independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making;
- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of your independence;
- h) where circumstances arise which make you as an Independent Director lose your independence, you must immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

Role and functions :

As an independent Director you shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of Board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;

- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict amongst and between the interests of management, shareholder's and other stakeholders.

Duties :

As an independent Director you shall:

- (1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- (4) participate constructively and actively in the committees of the Board in which you are chairpersons or members;
- (5) strive to attend the general meetings of the Company;
- (6) where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting;
- (7) keep you well informed about the Company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

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- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company;
- (10) ascertain and ensure 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;
- (11) report to the Chairman of the Audit Committee concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (12) acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (13) not 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.

Code of Conduct

You are required to abide the code of conduct as adopted by the Board of Directors of the Company, which is a comprehensive Code laying down in detail the standards of business conduct, ethics and governance.

D & O Insurance Policy

The Company has obtained a Directors' and Officers' Liability Policy for Directors and Officers of the Company.

Accountability

As an independent Director you will be liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

Remuneration & Expenses

You will be entitled to remuneration by way of commission as decided by the board and approved the shareholders of the Company under Companies Act, 2013. In addition, payment of commission would be based on:

- Number of meetings attended.
- Role and contribution as member of the Board.
- Role and contribution as Chairman / member of the Committee.
- Overall contribution and time devoted outside meetings.

In addition to the commission, you would also be paid sitting fees for attending the Board and Committee meetings.

You will be reimbursed for all approved expenses incurred in your role as a director. In addition, should you be requested to perform other work for the Company, outside the scope of usual directors' duties, you may be entitled to additional remuneration as agreed with the Chairman at that time.

Disclosure

You shall be required to submit certain information in the prescribed form on a defined periodicity. You are required to disclose to the Company your interests in any matters which affect your independence. During your tenure as an independent director you are required to give a declaration that you meets the criteria of independent every financial year as provided under section 149 of the Companies Act, 2013. The Board of Directors' report shall contain a statement on declaration given by the independent Director with respect to your independence.

Confidentiality

In your role as a director you will be in possession of confidential information about the Company and its affairs. You may only use that information in the proper performance of your duties or as required by law; you must not use it to gain advantage for yourself or others, or to the detriment of the Company.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to the above address. In returning this letter duly signed, you agree that the Company may make this letter publicly available.

We look forward to your acceptance of the abovementioned offer.

Yours sincerely,

Chairman

I accepted

(_____)

Name of Independent director