



KAMARHATTY COMPANY LTD.

An ISO 9001 : 2008, ISO 14001 : 2004 & ISO 18001:2007 Certified Company

CIN : L51109WB1977PLC000361

Terms and conditions of appointment of Independent Directors

(1) **Period of Appointment:** The period of appointment and re-appointment will be in terms of section 149 of the Companies Act, 2013 read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.

(2) **Professional Conduct:** Independent Directors shall follow the professional conduct as specified in "Code for Independent Directors" prescribed in Schedule IV to the Companies Act, 2013.

(3) **Role and functions:** The role and functions of Independent Directors of the Company shall be as per "Code for Independent Directors" prescribed in Schedule IV to the Companies Act, 2013.

(4) **Duties:** Independent Directors shall take sufficient care to perform their duties as specified in "Code for Independent Directors" prescribed in Schedule IV to the Companies Act, 2013

(5) **Sitting Fees:** Independent Directors shall be paid fees for participating in the Board / Committee meetings.

(6) **Annual Declarations:** Independent Directors shall give annual declaration and whenever there is a change which may affect his/ her status as an Independent Director, as required under the provision of Section 149 (7) of the Companies Act, 2013 and the rules made thereunder.

(7) **Limit:** The Independent Directors, in terms of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, shall not serve:

- as an independent director in more than seven listed entities;
- Further any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities.

(8) **Resignation / Removal:** The resignation and removal of an Independent Director shall be in the same manner as provided in section 168 and 169 as well as specified in "Code for Independent Directors" prescribed in Schedule IV to the Companies Act, 2013 read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.

(9) Non-Disclosure: Independent Directors during his/ her directorship or thereafter shall not disclose Confidential information acquired during his/ her period of appointment.

(10) Evaluation: The performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated. On the basis of report of performance evaluation it shall be determined whether to extend or continue the term of appointment of the Independent Director.

(11) Manner of Re-appointment: The manner of re-appointment of Independent Director shall be on the basis of report of performance evaluation.

(12) Separate Meetings: Independent Directors will hold separate meetings as per "Code for Independent Directors" prescribed in Schedule IV to the Companies Act, 2013 read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.