



CIN : U25209PN2014PLC150099

TERMS & CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTOR

The terms and conditions of appointment of an Independent Director ("Independent Director" or "Director") of **ATHARVA POLY-PLAST LIMITED** ("Company") are set out below. These terms and conditions are subject to the provisions of the Companies Act, 2013 ("Act"), the rules made thereunder, Schedule IV to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and other applicable laws, rules and regulations, as amended from time to time.

1. Appointment and Tenure

1.1 The Independent Director shall be appointed to the Board of Directors of the Company ("Board") with effect from the appointment date, subject to the approval of the shareholders of the Company, wherever applicable, and compliance with all applicable statutory and regulatory requirements.

1.2 The appointment shall be subject to the provisions of the Act, the SEBI LODR Regulations, Schedule IV to the Act, the Articles of Association of the Company and such other applicable laws and regulations as may be in force from time to time.

1.3 The Independent Director shall satisfy the criteria of independence prescribed under the Act, the rules made thereunder, the SEBI LODR Regulations and other applicable regulatory requirements.

1.4 The Independent Director shall hold office for a term of up to five consecutive years, subject to the applicable provisions of the Act and the SEBI LODR Regulations and shall be eligible for re-appointment for a further term in accordance with applicable law and subject to the requisite approvals.

1.5 No Independent Director shall hold office for more than two consecutive terms, subject to the provisions of applicable law.

1.6 The continuation of the appointment shall be subject to compliance with the maximum permissible number of directorships and other applicable statutory and regulatory requirements.

2. Committees of the Board

2.1 The Independent Director may be appointed as a member or Chairperson of one or more committees of the Board, as may be decided by the Board from time to time, subject to applicable laws and regulations.



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2.2 The committees may include the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee or any other committee constituted by the Board.

2.3 The Independent Director shall comply with the terms of reference, roles and responsibilities applicable to each committee on which he/she is appointed.

3. Time Commitment

3.1 The Independent Director is expected to devote such time and attention as may be reasonably required for the proper discharge of his/her duties and responsibilities.

3.2 The Independent Director is expected to attend meetings of the Board and committees of which he/she is a member, meetings of Independent Directors, meetings held as part of the Board evaluation process and general meetings of shareholders.

3.3 The Board generally meets at least four times in a financial year, subject to the applicable statutory requirements. Committee meetings and additional meetings may be convened as and when required.

3.4 The Independent Director shall make reasonable efforts to attend all meetings of the Board and the committees of which he/she is a member and participate actively and constructively in the proceedings.

3.5 The Independent Director shall ensure that, taking into account his/her other professional and personal commitments, sufficient time is devoted to effectively discharge his/her responsibilities as an Independent Director.

4. Role, Functions and Duties

The Independent Director shall perform such functions and discharge such duties as are prescribed under the Act, Schedule IV thereto, the SEBI LODR Regulations and other applicable laws.

Without prejudice to the foregoing, the Independent Director shall:

- a. act in accordance with the Articles of Association of the Company;
- b. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company;
- c. discharge duties with due and reasonable care, skill and diligence;



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- d. exercise independent judgment and, where appropriate, constructively challenge the performance of management;
- e. ensure that adequate deliberation is given to matters placed before the Board and satisfy himself/herself that the same are in the interests of the Company;
- f. avoid situations in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;
- g. not achieve or attempt to achieve any undue gain or advantage for himself/herself or for his/her relatives, partners or associates;
- h. not assign his/her office as Director and any assignment so made shall be void;
- i. safeguard the interests of all stakeholders, particularly minority shareholders;
- j. assist the Board in ensuring that appropriate systems are in place to promote sound corporate governance, financial reporting and risk management; and
- k. comply with the Code of Conduct for Board Members and Senior Management Personnel and other policies of the Company applicable to Directors.

Key areas of the Independent Director's role

Strategy:

To contribute to the development and evaluation of the Company's strategy and to constructively challenge proposals placed before the Board.

Performance:

To scrutinize the performance of management in achieving agreed goals and objectives and monitor the Company's performance.

Risk and Financial Integrity:

To satisfy himself/herself regarding the integrity of financial information and that financial controls and systems of risk management are robust and effective.

People and Succession Planning:

To participate, where applicable, in decisions concerning remuneration of executive directors, appointment and succession planning of senior management and other matters falling within the purview of the Board or its committees.

Reporting:

To oversee, as a member of the Board, the processes for accurate reporting of the Company's performance and financial position.



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Compliance and Governance:

To keep under review the Company's compliance with applicable laws and regulations and its conformity with accepted standards of corporate governance.

5. Remuneration and Expenses

5.1 The position of Independent Director is a non-executive position and does not constitute employment with the Company.

5.2 The Independent Director shall be entitled to sitting fees for attending meetings of the Board and committees thereof, as may be approved by the Board from time to time and subject to the limits prescribed under applicable law.

5.3 The sitting fees may be revised by the Board from time to time, subject to the limits prescribed under applicable law.

5.4 The Independent Director may also be entitled to reimbursement of reasonable expenses incurred for participation in Board and committee meetings and other official duties, in accordance with the Company's applicable policies.

5.5 The Independent Director shall not be entitled to stock options. Any profit-related commission or other remuneration, if applicable, shall be paid only in accordance with the Act, the SEBI LODR Regulations and requisite approvals.

6. Conflict of Interest and Disclosure of Interest

6.1 The Independent Director shall promptly disclose to the Company all directorships, appointments, business interests and other interests that may be relevant to the assessment of his/her independence or may give rise to a conflict of interest.

6.2 The Independent Director shall disclose any actual, potential or perceived conflict of interest to the Chairperson of the Board and/or the Company Secretary as soon as he/she becomes aware of such conflict.

6.3 The Independent Director shall comply with the applicable provisions relating to disclosure of interest in contracts, arrangements and other transactions involving the Company.

6.4 The Independent Director shall abstain from participating in discussions or voting on any matter in which he/she has a material personal interest or conflict, to the extent required under applicable law.



7. Confidentiality and Securities Laws

7.1 The Independent Director shall maintain strict confidentiality in respect of all confidential and proprietary information acquired during the course of his/her association with the Company.

7.2 Such information shall not be disclosed to any third party except:

- a. as authorized by the Company;
- b. where disclosure is required by law or by any regulatory or governmental authority; or
- c. where the information has otherwise become publicly available without breach of any obligation of confidentiality.

7.3 The Independent Director shall comply with the Company's Code of Conduct, Code of Conduct for Prevention of Insider Trading and other applicable policies governing dealing in the securities of the Company.

7.4 The Independent Director shall not communicate, provide or allow access to unpublished price sensitive information except as permitted under applicable laws and Company policies.

8. Familiarization and Induction

8.1 Following appointment, the Independent Director shall be provided with an appropriate induction and familiarization programme covering, inter alia, the Company's business, operations, strategy, financial performance, risk management framework, governance structure and other matters relevant to the effective discharge of his/her responsibilities.

8.2 The Independent Director may also be provided with continuing familiarization and training opportunities, including management briefings, presentations and site visits, as considered appropriate by the Company.

9. Performance Evaluation

9.1 The performance of the Board, its committees and individual Directors, including Independent Directors, shall be evaluated in accordance with the applicable provisions of the Act, SEBI LODR Regulations and the Company's Board Evaluation Policy.

9.2 The Independent Director shall participate in the evaluation process in accordance with applicable law and the Company's policies.

9.3 Any re-appointment of an Independent Director shall be subject to applicable statutory requirements, requisite approvals and the outcome of the performance evaluation process.



10. Directors' and Officers' Liability Insurance

The Company intends to maintain appropriate Directors' and Officers' liability insurance coverage for its Directors, including Independent Directors, subject to the terms, conditions and limits of the relevant insurance policy.

11. Independent Professional Advice

11.1 The Independent Director may, where considered necessary for the proper discharge of his/her duties, seek independent professional advice at the Company's expense, subject to applicable law and the Company's policies and procedures.

11.2 The Company shall provide reasonable assistance in facilitating access to such professional advice where appropriate.

12. Liability

The liability of an Independent Director shall be governed by the applicable provisions of the Act, the SEBI LODR Regulations and other applicable laws.

In particular, an Independent Director shall be liable only in respect of such acts of omission or commission by the Company as are attributable to the Board processes and where such act has occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance, or where he/she has not acted diligently, in accordance with applicable law.

13. Resignation and Cessation

13.1 The Independent Director may resign from office by giving notice to the Company in accordance with the Act and applicable regulations.

13.2 The office of the Independent Director shall become vacant or cease in accordance with the provisions of the Act, the SEBI LODR Regulations, the Articles of Association of the Company and other applicable laws.

13.3 The appointment shall also be subject to shareholder approval/re-appointment requirements wherever applicable.

13.4 The Independent Director shall not be entitled to compensation merely by reason of cessation of office or non-reappointment, except to the extent specifically provided under applicable law.



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13.5 The directorship may also cease in accordance with applicable law in the event of disqualification or other circumstances prescribed under the Act or the SEBI LODR Regulations.

14. General

14.1 The Independent Director shall comply with all applicable provisions of the Act, Schedule IV thereto, the SEBI LODR Regulations, the Articles of Association of the Company, the Company's Code of Conduct for Board Members and Senior Management Personnel and other applicable policies and codes of the Company.

14.2 These terms and conditions shall be governed by and construed in accordance with the laws of India.

14.3 In the event of any inconsistency between these terms and conditions and any mandatory provision of applicable law, the provisions of such applicable law shall prevail.

14.4 The Company may amend these terms and conditions from time to time to reflect amendments to applicable laws, regulations, rules, policies or governance requirements.

For ATHARVA POLY-PLAST LIMITED

Sd/-

ANUJIT SHIVAJI DARADE

Managing Director

DIN: 02237278