



TERMS AND CONDITIONS OF APPOINTMENT OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of following Independent Directors are subject to applicable laws, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of Independent Director	From	To
1.	Mrs. Arpita Tejaskumar Shah	04.08.2022	03.08.2027
2.	Mrs. Enu Shah	22.03.2021	21.03.2026
3.	Mr. Ravi Bhandari	05.02.2021	04.02.2026

Terms & Conditions of appointment of Independent Directors

1. Terms of Appointment

The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/ her appointment. Independent Director is not liable to retire by rotation.

Appointment of every independent director shall be approved by members' of the Company.

Independent Directors will be eligible for re-appointment for another term of 5 consecutive years, after the completion of their tenure of first 5 years, subject to Board approval, and the passing of a Special Resolution by Members.

2. Role, duties and responsibilities

- A. As members of the Board, they, along with the other Directors, will be collectively responsible for meeting the objectives of the Board, which include:
- Requirements under the Act,
 - "Responsibilities of the board of directors" as outlined in the SEBI LODR,
 - Accountability under the Directors' Responsibility Statement.
- B. They shall abide by the 'Code for Independent Directors' as outlined in section 149(8) read with Schedule IV to the Companies Act, 2013 ("the Act") and duties of directors as provided in the Act (including Section 166) and SEBI LODR.
- C. They are particularly requested to provide guidance in their area of expertise.

3. Expectation of the Board

As independent Directors they shall:

- a. Help in bringing an independent judgment on the issue of strategy, performance, risk management, resources, key appointment and standard of conduct.



- b. Bring an objective view in the evaluation of the performance of board and management
 - c. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
 - d. Satisfy yourself on the integrity of financial information and that financial control and the systems of risk management are robust and defensible;
 - e. Safeguard the interests of all stakeholders, particularly the minority shareholders;
 - f. Balance the conflicting interest of the stakeholders;
 - g. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
 - h. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
 - i. Act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.
 - j. Exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - k. Not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - l. Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates and if you are found guilty of making any undue gain, you be liable to pay an amount equal to that gain to the Company.
4. As Independent Directors of the Company, they agree to Comply with Code of conduct of Bansal Roofing Products Limited.

5. Disclosures, other directorships and business interests

During their term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their term, they agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status as an Independent Director.

6. Changes of personal details

During their term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.



7. Disengagement

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of their term (subject to compliance of relevant provisions of the Act and SEBI LODR) upon:

- Violation of any provision of the Company Code of Conduct as applicable to NEDs.
- Upon the director failing to meet the criteria for independence as envisaged in the Act or the SEBI LODR.

8. Remuneration

As Independent Directors, they shall be paid sitting fees, as may be determined by the Board from time to time, for attending meetings of the Board and the Committees of which they are members.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as Independent Directors of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out-of pocket expenses for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

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