

## TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

This policy is issued in accordance with **Section 149(6)** of the Companies Act, 2013, which outlines the eligibility and qualifications of Independent Directors. Additionally, the terms and conditions are aligned with provisions from other relevant sections such as **Section 149(10)** and **Section 149(11)**, which pertain to the tenure and reappointment of Independent Directors. The policy also ensures compliance with the rules and regulations prescribed by the Securities and Exchange Board of India (SEBI), particularly under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### 1. Objective

This policy outlines the terms and conditions for the appointment of Independent Directors at Bansal Roofing Products Ltd. It is formulated in accordance with the provisions of the Companies Act, 2013, and relevant regulations to ensure transparency, independence, and integrity in the governance of the company.

### 2. Eligibility Criteria

Independent Directors must meet the eligibility criteria as defined by Section 149(6) of the Companies Act, 2013, which includes but is not limited to:

- Not having any material pecuniary relationship with the company, its subsidiaries, or promoters.
- Not being a promoter or related to the promoters or directors.
- Not having been an employee or key managerial personnel of the company or its associates in the past three years.
- Meeting other qualifications as prescribed by the Act and SEBI regulations.

### 3. Appointment Procedure

#### i.) Identification and Selection:

The Nomination and Remuneration Committee will identify and recommend suitable candidates to the Board based on qualifications, experience, and independence.

#### ii.) Board Approval:

The Board will approve the appointment, subject to shareholder approval at the ensuing Annual General Meeting.

#### iii.) Letter of Appointment:

A formal letter detailing the terms of appointment, roles, responsibilities, and expectations will be issued to the Independent Director.

### 4. Tenure

- Independent Directors shall be appointed for a term of up to five years, with the possibility of reappointment for another term of up to five years, subject to shareholder approval.
- No Independent Director shall hold office for more than two consecutive terms. A cooling-off period of three years is required before reappointment.

### 5. Roles and Responsibilities

Independent Directors are expected to:

- Uphold high standards of ethical conduct and integrity.
- Provide independent judgment on strategy, performance, risk management, and governance issues.
- Ensure that the interests of all stakeholders, particularly minority shareholders, are protected.
- Participate actively in Board and Committee meetings and provide guidance and feedback.

#### **6. Remuneration**

- Independent Directors will be entitled to sitting fees for attending Board and Committee meetings, as determined by the Board from time to time.
- Reimbursement of expenses incurred in connection with attending meetings and official visits will be provided.
- No stock options will be granted to Independent Directors.

#### **7. Performance Evaluation**

- The performance of Independent Directors will be evaluated annually by the Board, considering the parameters outlined in the Board Evaluation Policy.
- Feedback will be provided to Independent Directors to enhance their effectiveness.

#### **8. Independence and Disclosure**

- Independent Directors must immediately disclose any circumstances that might affect their independence.
- Annual declarations of independence must be submitted as per the Companies Act and SEBI requirements.

#### **9. Confidentiality and Conflict of Interest**

- Independent Directors must maintain confidentiality of information obtained during their tenure.
- Any conflict of interest must be disclosed to the Board, and appropriate action must be taken to resolve such conflicts.

#### **10. Resignation and Removal**

- Independent Directors may resign by giving a written notice to the Board.
- The Board, following the due process and shareholder approval, may remove an Independent Director if necessary.

#### **11. Review of Policy**

This policy will be reviewed periodically by the Board to ensure its effectiveness and alignment with regulatory changes.

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