

KAMA Holdings Limited
(CIN : L92199DL2000PLC104779)
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The terms and conditions of appointment of Independent Directors are as follows:

1. Appointment

You have been appointed as a Non-Executive Independent Director on the Board of Directors of KAMA for a term upto 31st March, 2019 in the manner as required by the Companies Act, 2013 and the Listing Agreement.

2. Committees

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable laws.

3. Code of Conduct for Directors and Sr. Management Personnel

The Board at its meeting held on 11th August, 2014 had adopted a Code of Conduct for Directors and Sr. Management Personnel incorporating the roles and responsibilities of independent directors. A copy of the Code has been provided to you for necessary compliance.

4. Technology

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other director, or any combination of these technologies for the purpose of calling and holding Directors' meetings.

You may attend the Board or Committee meetings through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act,2013.

5. Professional conduct

An independent director shall:

- (1) Uphold ethical standards of integrity and probity;
- (2) Act objectively and constructively while exercising his duties;
- (3) Exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his 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;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) Assist the company in implementing the best corporate governance practices.

6. Independent Professional Advice:

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

7. Time Commitment

As a Non-Executive Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets around four times in a year. The Audit Committee also meets around four times in a year and Nomination and Remuneration Committee meet around four times and once in a year. Besides, there are other Committees like Stakeholders' Relationship Committee, and Committee of Directors – Financial Resources meetings of which are ordinarily convened once and four in a year respectively. You will be expected to attend meetings of the Board and Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Delhi or Gurgaon.

8. Functions, Responsibilities and Duties of Directors

Functions:

The primary role of the members of the Board is to exercise their business judgment to act in what they believe to be the best interest of the Company and its shareholders. It is the duty of the Board to ensure that the management performs with competence and values to achieve the objectives of the Company. Generally, the Board meets once a quarter. The quarterly meeting of the Board includes discussions on business updates.

Responsibilities:

Independent directors have the same general legal responsibilities to the Company as that of any other director.

The functions and responsibilities of the Independent directors are more particularly described in Schedule IV to the Companies Act, 2013 and the Listing Agreement.

In addition to the above requirements applicable to all Directors, the role of the Non-Executive Independent Director has the following key elements:

Duties:

There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are provided in Section 166 of the Companies Act, 2013.

9. Liability:

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

10. Fees:

The compensation of the non-executive/independent directors is approved at a meeting of the full board. The total compensation payable to the entire group of non-executive /independent directors is

limited to a fixed amount per year determined by the Board. This amount shall not exceed 1% of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013.

The criteria for payment of compensation to non-executive/independent directors are as follows:

Fixed commission	In accordance with the policies approved by the Nomination and Remuneration Committee.
Board/Committee Sitting Fee	Rs. 2500 per meeting The sitting fee may be changed in accordance with the provisions of Companies Act, 2013.

The Company shall reimburse you all travelling, hotel, and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 read in conjunction with the Articles of Association of the Company,

As an independent director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

11. Mechanism for evaluating Board Members:

The Company shall adopt a policy on Board Evaluation which shall provide for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy shall provide for the Company to carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re appointment on the Board shall subject to the outcome of the yearly evaluation process.

If, in the interim, there are many matters which cause you concern about your role you should discuss them with the Whole Time Director & Company Secretary or a senior independent director as soon as you can.

Performance is assessed based on clearly defined objective criteria.

12. Retirement policy:

You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.

Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

13. Governing Law:

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.