

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

To,
Shri.....
Dear Shri.....,

I am pleased to inform you that the Board of Directors / shareholders of Visaka Industries Limited (VIL or the Company), in its / their Meeting held on have approved your appointment as an independent director of VIL ('Independent Director') for a period of 5 years.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Board/Committees Tasks

- i. Presently the Company has The Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee and the scope of each committee is as follows:

a. Audit Committee

The Audit Committee has the full power and authority to monitor and provide effective supervision of the financial reporting processes, personnel associated with such processes including external and internal auditors and officers of the Company, and the financial controls and systems to ensure integrity of the financial data of the Company and accurate and timely disclosures.

b. Nomination and Remuneration Committee

The purpose of this committee is to oversee the process of identification and nomination of appointment of Directors and Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

The Committee is also to oversee matters relating to formulate and review of criteria / guidelines for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

c. Stakeholders Relationship Committee

This committee has a mandate to approve share transfers, transmissions and issue of duplicate share certificates, matters relating to splits / consolidations / rematerialisation and redress various stakeholders' grievances.

d. CSR Committee

The purpose of the CSR committee is to formulate a policy, recommend the amount of expenditure under CSR Policy and monitor the CSR initiatives from time to time as prescribed in the Act.

- ii. You are presently appointed as the member of the following committees:
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. CSR Committee

- iii. The Board of Directors (the Board) may at its discretion and under any statutory or contractual obligation setup any other committee(s) in future. The Board may, if it deems fit, invite you for being appointed on one or more of other 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 regulations. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

2. Insurance and indemnity

The Company maintains a Directors and Officers insurance policy (D & O policy) amounting to Rs.10,00,00,000/- (Rupees Ten Crores) to pay for the personal liability of Directors and Officers for claims made against them while serving on the Board and / or as an officer of the Company.

3. Code of Conduct & Ethics

The Company has code of conduct and ethics expected to be observed by its Directors and you are expected to observe and follow that during your term on the Board of the company. A copy of the said code is enclosed herewith as **Annexure-1**.

4. Remuneration and Fee

- i. You will be paid such remuneration by way of sitting fee for attending the meetings of the Board and its Committees, in which you are a member as well as commission based on the performance of the company for each year, as may be approved by the Board subject to a maximum of Rs.10.00 Lakhs.

- ii. Presently the sitting fee fixed for the Non-Executive Independent Directors is Rs.20,000/- per meeting of the Board and Rs.15,000/- per meeting of Committee (other than Stakeholders Relationship Committee).
- iii. In addition to the remuneration prescribed above the Company will reimburse you travel, hotel and other incidental expenses incurred by you in attending various meetings of the Board / its Committees, shareholders as well as in performing such other duties as may be assigned to you by the Board from time to time.

5. Professional Duties, Roles and Responsibilities

5.1 Your role and duties will be those normally of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. The Code for appointment of Independent Directors as contained in Schedule IV prescribes certain duties to be performed by the Independent Directors, which are listed as follows:

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the company;
- vi. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- vii. keep themselves well informed about the company and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- x. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xi. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- xii. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

- xiii. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5.2 It is expected that you as an Independent Director shall

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising your duties;
- iii. exercise your responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- v. not allow any extraneous considerations that may vitiate your 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;
- vi. not abuse your 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;
- vii. refrain from any action that could lead to a loss of your independence;
- viii. ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

5.3 There are certain duties prescribed under provisions of Section 166 of the Companies Act, 2013 for all the Directors, both Executive and Non-Executive, which are fiduciary in nature. For better understanding, the text of the said section is enclosed as **Annexure - 2**.

5.4 Conflict and Disclosure of Interest

- i. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.
- ii. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to the Board of Directors and the Chairman.
- iii. The Company is obligated to include in its Annual Accounts a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

6. Evaluation

Your performance as an Independent Director shall be evaluated by the Board. The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the Policy, the Company will 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 be subject to the outcome of the yearly evaluation process.

7. 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.

Yours sincerely

for VISAKA INDUSTRIES LIMITED

Managing Director

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed

Dated