



**THEJO ENGINEERING LIMITED**

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**TERMS AND CONDITIONS OF APPOINTMENT OF  
INDEPENDENT DIRECTOR**

### **Terms of office**

The tenure of an Independent Director is subject to the Independent Director meeting the criteria for being an Independent Director and not being disqualified to be a Director under the Act and SEBI Listing Regulations as may be amended from time to time.

An Independent Director will not be liable to retire by rotation.

### **Duties and Expectations:**

An Independent Director -

- shall abide by the “Code for Independent Directors” as outlined in Schedule IV of the Companies Act, 2013 and duties of Directors as provided in the Companies Act, 2013 and SEBI Listing Regulations, as may be amended from time to time.
- make disclosure of his/her interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or any arrangement in which he/she is interested is discussed.
- give a declaration that he/she meet the criteria of independence every financial year, as provided under Section 149 of the Companies Act, 2013.
- may be nominated on one or more Committees of the Board and in such event he/she will be provided with the relevant Committee’s terms of reference and any specific responsibilities.

The Company expects the valuable contribution of the Independent Director in his/her area of expertise in their capacity as Director and Chairperson/Member of Board’s committee.

### **Evaluation Process:**

As a member of the Board, performance of an Independent Director as well as the performance of entire Board and its Committee’s shall be evaluated annually. Evaluation of each director shall be done by all the other directors.

### **Code of Conduct:**

An Independent Director shall follow the Company’s Code of Conduct for Board Members and furnish the annual affirmation of the same.

An Independent Director shall apply the highest standard of confidentiality and not disclose to any person or company either during the course of the tenure as an Independent Director or following cessation, any confidential information concerning the Company and Group Companies with which he/she came into contact by virtue of his/her position as a Director except as permitted by law or with prior clearance from the Chairman or Company Secretary.

### **Prohibition on Insider Trading:**

An Independent Director shall follow the Code of Conduct to regulate, monitor and report trading by designated persons and the requirements under the Companies Act, 2013 and SEBI Regulations, as may be amended from time to time.

**Insurance:**

The Company provides all its Directors with, and pays the premium for, Directors and Officers Insurance Cover while acting in their capacities as Directors.

**Remuneration:**

An Independent Director shall be entitled to sitting fee for attending the meetings of the Board or Committees as may be decided by the Board of Directors. He/she shall also be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors on the recommendation by the Nomination and Remuneration Committee, within the overall limits approved by the shareholders of the Company and the applicable provisions. The remuneration and fee payable shall be subject to applicable tax deductions at source.

In addition to the above, an Independent Director shall be entitled to reimbursement of all expenses for participation in the Board and other meetings.

An Independent Director will not be entitled to any stock options pursuant to applicable law, from time to time.

**Training**

An Independent Director will be entitled to the benefit of a training programme to familiarize himself/herself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long-term plans and objectives.

**Publication of Letter**

In line with the provisions of Schedule IV to the Act and SEBI Listing Regulations, the letter of appointment of an Independent Director will be open for inspection by any member and the Company will also post the terms and conditions of the appointment on the Company's website [www.thejo-engg.com](http://www.thejo-engg.com).