



## M.K. EXIM (INDIA) LIMITED

CIN: L63040RJ1992PLC007111

**Regd. Office:** G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022, Rajasthan

**Website:** www.mkexim.com, **Email:** mkexim@gmail.com **Tele.:** 0141-3937501 02-03

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### TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Date: \_\_, 20\_\_

[Name and Address of Independent Director]

#### **SUB: APPOINTMENT AS NON-EXECUTIVE (INDEPENDENT DIRECTOR)**

I am pleased to confirm that the Board of Directors of the Company, on the recommendation of its nomination committee, has appointed you as a Non-Executive (Independent Director). I am writing to set out the terms of the appointment. Please note that this is a contract for services and is not a contract of employment.

#### **Duration of Appointment**

Your appointment as Independent Director of the Company to hold office for a term of 5 (Five) years commencing from \_\_, 20\_\_ and you shall not be liable to retire by rotation, contingent on the appointment not otherwise terminating in accordance with the Company's constitution or by law.

#### **Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

#### **Roles and Duties**

The roles and duties of the Independent Director will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are inter-alia as under:

Having regarded to its role the Board directs, and supervises the management of the business and affairs of the Company including in particular:

- ensuring that the Company's goals are clearly established and that strategies are in place for achieving them;
- establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- monitoring the performance of management;
- Appointing the chief executive officer, setting the terms of their employment agreement

and, where necessary, terminating their employment.

- deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company's financial statements are true and fair and otherwise conform with law;
- ensuring that the Company adheres to high standards of ethics and corporate behavior; and
- ensuring that the Company has appropriate risk management/regulatory compliance policies in place. In the normal course of events, day to day management of the company is left to management.

Independent Directors shall also be taking sufficient care to perform duties specified in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 (including any modification or re-enactment of the same) that come with such an appointment along-with accompanying liabilities. In addition to their role as Directors, the Board may nominate Independent Director as the Chairman/ Member of other Board Committees, as it may deem fit from time to time

All directors are expected to take decisions objectively in the interests of the Company. The Board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

#### **Timing and Location of Board Meetings, and Time Commitment**

The Board normally meets to discuss the quarterly and annual results of the company holds additional meetings as the occasion requires. Meetings usually take place at the Company's Registered office situated at: - Sitapura, Jaipur, India:-302022 and may be held at any other place as per notice of such meeting.

In addition to routine Board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

#### **Remuneration**

The Non-Executive Director shall be entitled to sitting fees and out of pocket expenses incurred for attending the Board and committee meeting is as decided by the Board and permissible under the companies act/listing agreement / other applicable laws as the case may be.

The Company will reimburse you for all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

#### **Stock Options**

Independent Director is not eligible to participate in Stock Options schemes of the Company

#### **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present standing committees are the Audit, CSR, Shareholder and Investor Grievance and nomination & Remuneration.

### **Board and Individual Director Evaluation Processes**

The performances of the Board as a whole, its committees and individual directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Board as soon as appropriate.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that you may have business interests other than those of the Company. Please contact the Company Secretary as soon as possible to arrange for your interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

### **Shareholdings by Directors in the Company**

Directors are encouraged to hold shares in the Company. When buying or selling shares directors are expected to strictly observe the provisions of the Company's constitution, the Company's own internal rules and all relevant legislative and regulatory procedures including, in particular, Stock Exchange listing and disclosure requirements.

### **Induction and Development Processes**

As soon as practicable the Company will provide a comprehensive induction programme aimed at broadening your understanding of the Company, its business, and the environment and markets in which it operates. As part of the programme you will meet key management and receive a folder of essential Board and company information.

All directors are expected to remain current on how to best discharge their responsibilities as directors of the Company including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

### **Termination**

Independent Directors may resign from their position at any time and if they wish to do so, they are requested to serve a reasonable written notice on the Board. Continuation of their appointment is contingent on getting re-elected by the members in accordance with provisions of Companies Act, 2013, the Rules framed thereunder and the Articles of Association of the Company, from time to time in force. They will not be entitled to compensation if the members do not re-elect them at any time. Their appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

### **Confidentiality**

All information acquired during Independent Director's appointment is confidential to Company and should not be released, either during his/her appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable

request, Independent Directors shall surrender any documents and other materials made available to him/her by Company.

Independent Directors attention is also drawn to the requirements under the applicable regulations and the Company's Code of Conduct which concern the disclosure of price sensitive information and dealing in the securities of M.K. Exim(India) Limited. Consequently he/she should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary.

We look forward to your association with us.

Yours sincerely

For M.K. Exim (India) Limited

S/d

Managing Director