

# **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

*[Pursuant to the provision of Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]*

Following are the terms and conditions of the appointment of Independent Directors on the Board of Bombay Metrics Supply Chain Limited (the Company).

## **1. APPOINTMENT AND TERM**

- 1.1 The term 'Independent Director' should be construed as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 1.2 Independent Directors are appointed by the members of the Company by passing the resolution.
- 1.3 The appointment process of Independent Directors is independent of the Company management. During the selection process, the Board considers that there is an appropriate balance of skills, experience, and knowledge in the Board to enable the Board to discharge its functions and duties effectively. The Board to review and ensure that the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed director is independent of the management. Necessary disclosure and details shall be made in the Resolution and explanatory statement proposed to members for their approval. Necessary consent, disclosures, and confirmation shall be obtained from independent directors proposed to be appointed or reappointed.
- 1.4 In compliance with provisions of section 149(13) of the Act, Independent Directors are not subject to retirement by rotation.
- 1.5 Re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee / the Board and subject to the approval of the Members of the Company. The re-appointment would be considered based on the Independent Director continuing to meet the independence criteria, requirements of the Company, and applicable statutory provisions.
- 1.6 The Term of IDs is generally for a period of five years or such other period as may be considered appropriate by the Board or applicable provisions of the Act and/or the Listing Regulations. Appointment and the Term of the Independent Directors are subject to eligibility, provisions of the Act, Listing Regulations, Articles of Association of the Company, shareholders' resolution, and other applicable law for the time being in force.

## 2. TERM OF THE PRESENT INDEPENDENT DIRECTORS

Presently the following are the Independent Directors on the Board of the Company appointed by the Members of the Company pursuant to applicable provisions of the Act and Listing Regulations.

<b>Sr. No.</b>	<b>Name of Independent Director</b>	<b>Term of Appointment</b>	<b>Date of Appointment</b>
1	Hiten Sanmukhlal Shah	5 Years	May 24, 2021
2	Bhavin Gopal Gandhi	5 Years	May 24, 2021
3	Vivek Shreevallabh Vyas	5 Years	May 24, 2021

## 3. ROLE OF INDEPENDENT DIRECTORS

The role and duties of Directors have been carved out under the Companies Act 2013 and Listing Regulations. Independent Directors are expected to observations of section 166 of the Act, which prescribed duties of the Directors and "Code of Independent Directors" as codified in schedule IV under section 149 of the Act. Relevant provisions of the Listing Regulations enlighten corporate governance mandate and prescribed role and responsibilities of the Board and Independent Directors. The Act and Listing Regulation expect the director to honour fiduciary duties to the Company and would accompany liability to exercise due and reasonable care, skill, diligence and independent judgment.

Independent Directors are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective inputs in relation to the Company's strategy, performance, and corporate governance.

## 4. TIME COMMITMENT

The Company anticipates a commitment of sufficient time and attention as necessary to perform duties by Independent Directors. This will include attendance at regular Board meetings, Annual General Meeting of Shareholders, and review meetings, if necessary.

The Independent Directors may also be required to attend regular meetings of any Board committee of which they are members. In addition, Independent Directors are expected to devote appropriate preparation time ahead of each meeting.

During the Term of Appointment, any one or more Independent Directors may be requested to serve on one or more of the Board committees including Audit, Nomination and Remuneration Committees, Stakeholders Relationship Committee, and any other Board level committee, if the Board thinks it necessary. Terms of reference for committees will be provided to Independent Directors.

## **5. REMUNERATION AND FEES**

- 5.1 Sitting Fees: During the tenure of Appointment, Independent Directors are entitled to the sitting fees as may be determined by the Board from time to time pursuant to the provision of the Act.
- 5.2 Remuneration: Independent Directors will be entitled to such annual remuneration or commission as may be determined by the Board I the Company in accordance with the Companies Act 2013 and applicable law from time to time.

## **6. ELIGIBILITY TO CONTINUE AS AN INDEPENDENT DIRECTOR**

A Person appointed as Independent Director needs to fulfill eligibility criteria given under Section 149(6) of the Act read with Schedule IV and Regulation 16(1)(b) of Listing Regulations ("Eligibility criteria"). A director to continue as an Independent Director need to meet Eligibility Criteria. If the change in circumstances leads any Independent Director not to meet any such Eligibility Criteria and the event that he or she become aware of apparent conflicts of interest, these should be discussed with the Chairman and informed to the Board.

Independent Director shall require to make a declaration to the Board at the first meeting of the. Board in every financial year that he or she meets the Eligibility Criteria and declare that he or she is not aware of any circumstance or situation, that exists or may be reasonably anticipated, that could impair or impact his or her ability to discharge duties with an objective independent judgment and without any external influence.

Independent Directors shall not be entitled to appoint any person as his or her alternate director in the Company, except the Board approves in the Board meeting.

Independent Directors to ensure that his or her name is included in the data bank maintained by Indian Institute of Corporate Affairs (HCA) and to clear online proficiency self-assessment test conducted by HCA, as may be applicable pursuant to the Companies (Appointment and Qualification of Directors) Rules 2014.

## **7. INSURANCE**

The Company has group D and O policy (Directors' and Officers' liability insurance) and it is intended to maintain such cover for the full term of the Appointment of independent Directors, subject to applicable law or as may be decided by the Board from time to time.

## **8. CODE OF CONDUCT**

- 8.1 During the tenure, Independent Directors are required to comply with the provisions of the Company's "**Code of Conduct for Directors and Senior Managerial Personnel**" pursuant to the Listing Regulations.
- 8.2 Attention of Independent Directors is drawn to "Code of Independent Directors" as

codified in Schedule IV under section 149 of the Act.

- 8.3 During the period of Appointment or Term, every Independent Director is required to comply with the provisions of the Company's "Code of conduct to regulate, monitor and report Trading by Insiders" (the PIT Code) and "code of practices and procedures for fair disclosure of unpublished price sensitive information" (the Corporate Disclosure Code) pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015.

## **9. PRICE-SENSITIVE INFORMATION AND CONFIDENTIALITY**

The SEBI (Prohibition of Insider Trading) Regulation, 2015 and codes there under prohibit disclosure of price-sensitive information of the Company and dealing with shares of the Company while in privy Unpublished Price Sensitive Information. Under the SEBI Regulations and the Company's PIT Code, there are various disclosure requirements and restrictions for directors and officers in respect to dealing with shares and securities of the Company. In relation to dealing in the Company's shares or securities and any such other code as the Company may adopt from time to time which sets out the terms for dealings by directors in the Company's shares or securities.

During the term of appointment, Independent Directors need to comply with the applicable regulation of the Security and Exchange Board of India (SEBI), Stock Exchanges, Companies Act 2013, and other regulations as may be issued by authorities and such requirements the Board of Directors may from time to time specify.

Independent Directors shall keep confidential all the information and documents relating to the Company, its subsidiaries and holding entities and shall not release or disclose to third parties in line with the provision mentioned in the appointment letter issued to Independent Directors.

## **10. PERFORMANCE REVIEW PROCESS**

The Performance of the Director and Independent Directors and the whole Board would be evaluated annually and in such manner, as may be decided by the Board or Nomination and Remuneration Committee or as per statutory requirements. In addition to mandate of the performance review the Board may wish independent directors or committee of director to review and assess the performance of the management and other functions.

## **11. OTHER DIRECTORSHIPS, BUSINESS INTERESTS AND DISCLOSURE**

The Company acknowledges that Independent Directors may have business and professional interests other than those in the Company. Independent Directors will need to disclose such interest, directorship and shareholdings in other companies, as per the applicable provisions of the Companies Act, 2013 and Listing Regulations.

In case any Independent Director will be debarred from holding office of Director by virtue of any order of SEBI or any other authority, RBI or Government authority declares any

Independent Directors as wilful defaulter, circumstances bearing public stricture and which would likely to adversely affect of the Company or its shareholder's such Independent Directors will discuss with Chairman and cooperate with decision or suggestion by the Board thinks appropriate in the interest of the Company and investors.

## **12. OTHER TERMS**

- 12.1 The Board may appoint or designate appropriate directors as a "Senior Independent Director" or Lead Independent Director.
- 12.2 The appointment of Independent Director is also subject to the maximum permissible directorship that one can hold under applicable law, including as per the provisions of the Act and the Listing Regulations
- 12.3 Independent Director will not be considered as employee of the Company
- 12.4 Independent Director may be invited to attend training and/or familiarization sessions, including briefing from management.
- 12.5 The Company issue Letter of Appointment to Independent Director describing the detailed term and condition of appointment of Independent Directors. These are Board term and conditions relating to the appointment of the Independent Directors. The term and condition as mentioned herein above may be vary in the appointment letter, to some extent as may be relevant or as necessary or as agreed in line with the respective appointment
- 12.6 By accepting or acting as Independent Director of the Company, the Independent Director have given consent to the Company for use of your personal information as may be necessary and the same shall be as per the Company's data privacy policy.
- 12.7 Independent Director shall have a separate meeting at least once in a year. It is expected that all the Independent Director strive to attend the said meeting. The Company Secretary will coordinate about the meeting and agenda items for the meeting.