



CEETA INDUSTRIES LIMITED

(CIN - L15100KA1984PLC021494)

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104, Phone: 91-816-2970239

Head Office: Saraf House, 4/1 Red Cross Place, 3rd Floor, Kolkata – 700001.

Email: kolkata@ceeta.com; Website: www.ceeta.com; Phone: 91-33-2262 8062/ 8063, Fax: 91-33-2262 8046

(Revised and Approved by the Board of Directors in the Board Meeting as on 14th February, 2023)

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

(1) Period of Appointment: The period of appointment and re-appointment will be in terms of section 149 of the Companies Act, 2013 as amended from time to time.

(2) Professional Conduct: Independent Directors shall follow the professional conduct as specified in “Code for Independent Directors” prescribed in Schedule IV to the Companies Act, 2013.

(3) Role and functions: The role and functions of Independent Directors of the Company shall be as per “Code for Independent Directors” prescribed in Schedule IV to the Companies Act, 2013.

(4) Duties: Independent Directors shall take sufficient care to perform their duties as specified in “Code for Independent Directors” prescribed in Schedule IV to the Companies Act, 2013

(5) Sitting Fees: Independent Directors may be paid fees for participating in the Board / Committee meetings.

(6) Annual Declarations: Independent Directors shall give annual declaration and whenever there is a change which may affect his/ her status as an Independent Director, as required under the provision of Section 149 (7) of the Companies Act, 2013 and the rules made thereunder. He/ She should also declare and confirm that his/her name is registered in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014

(7) Resignation / Removal: The resignation and removal of an Independent Director shall be in the same manner as provided in section 168 and 169 as well as specified in “Code for Independent Directors” prescribed in Schedule IV to the Companies Act, 2013 as amended from time to time.

(8) Non-Disclosure: Independent Directors during his/ her directorship or thereafter shall not disclose Confidential information acquired during his/ her period of appointment.

(9) Evaluation: The performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated. On the basis of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

(10) Manner of Re-appointment: The manner of re-appointment of Independent Director shall be on the basis of performance evaluation.

(11) Separate Meetings: Independent Directors will hold separate meetings as per “Code for Independent Directors” prescribed in Schedule IV to the Companies Act, 2013 as amended from time to time.