



**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS
(Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1. Appointment

The appointment of an Independent Director is for a term as approved by the shareholders in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations. The appointment is subject to meeting the criteria of independence as prescribed under applicable laws.

2. Role and Duties

Independent Directors shall:

Uphold ethical standards of integrity and probity;

Exercise responsibilities in a bona fide manner in the interest of the Company;

Devote sufficient time and attention to professional obligations for informed and balanced decision-making;

Assist in implementing best corporate governance practices;

Monitor the performance of management and suggest corrective measures;

Safeguard the interests of all stakeholders, particularly minority shareholders.

3. Committees

An Independent Director may be appointed as a member or Chairperson of one or more Board Committees, including the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee, subject to Board approval.

4. Code of Conduct and Compliance

Independent Directors shall adhere to:

The Code of Conduct for Directors;

Code of Conduct for Prevention of Insider Trading;

Applicable provisions of the Companies Act, 2013 and SEBI Regulations;

Policies adopted by the Board.

5. Remuneration

Independent Directors shall be entitled to:

Sitting fees for attending meetings of the Board and Committees;

Reimbursement of expenses incurred in attending meetings;

Commission, if any, as approved by shareholders.

No stock options shall be granted to Independent Directors.

6. Confidentiality

Independent Directors shall maintain confidentiality of all non-public information obtained during their term and shall not disclose or use such information for personal gain or for the benefit of any third party.

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7. Evaluation

The performance of Independent Directors shall be evaluated by the Board of Directors and Nomination and Remuneration Committee at least once annually.

8. Separation

An Independent Director may resign or be removed in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations.

Approved by the Board of Directors on [Insert Date]

SAKETH SEVVENSTAR INDUSTRIES LIMITED

Plot No. PAP - D 146 - 147, Turbhe MIDC, TTC Industrial Area, S Central Road, Opp. Balmer Lawrie Van Leer Co.,
Turbhe, Navi Mumbai - 400 705, Maharashtra - India. **Tel:** + 91 022 2762 0641/42/43 | **E-Mail:** info@sssipl.in
GST No.: 27ABCCS7341C1ZI | **CIN No.:** U27300MH2019PTC331404 | **PAN No.:** ABCCS7341C1ZI