


**J. K. Fenner (India) Limited**

**Terms and conditions of Appointment of Independent Directors**

1. The Company has following three Independent Directors:
  - (1) Shri Surendra Malhotra – Re-appointed for a second term of five consecutive years with effect from 6<sup>th</sup> May 2019.
  - (2) Shri Rahul C Kirloskar – Re-appointed for a second term of five consecutive years with effect from 13<sup>th</sup> March 2020.
  - (3) Shri Bakul Jain – Re-appointed for a second term of five consecutive years with effect from 11<sup>th</sup> May 2020.
2. Duties: The aforesaid Independent Director (IND) shall:
  - (i) ensure compliance of the applicable laws including the prescribed Code for Independent Directors Schedule IV of the Companies Act, 2013.
  - (ii) provide his expertise and experience in the functioning of the Board and the Committees of the Board with the terms of reference approved by the Board.
  - (iii) strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member and also the general meetings of the Company and hold atleast one meeting in a year without the attendance of Non-Independent Directors and members of management.
  - (iv) maintain your independent status and make requisite disclosure as prescribed under the applicable laws. IND to also maintain confidentiality of information pertaining to the business and affairs of the Company.
  - (v) not indulge in any insider trading in the company's shares, shall not have any direct or indirect interest that conflicts with the interest of the Company, shall not achieve any undue gain or advantage from the Company either himself or to his relatives, partners or associates.
3. D&O Insurance: The Company has taken a Directors & Officers Liability Insurance Policy to indemnify the IND.
4. Code of Conduct: IND shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company.
5. Remuneration: IND shall be paid sitting fees and be entitled to reimbursement of expenses for attending the Meetings of the Board/ Committee of Directors and also entitled to Profit sharing commission as may be decided by the Board from time to time.

  
(R. vijayaraghavan)