



KALYANI CAST TECH LIMITED

(Formerly Known As; “Kalyani Cast Tech Private Limited”)

Terms and Conditions of Appointment of Independent Directors

Kalyani Cast Tech Limited

The terms and conditions of appointment of Independent Directors of Kalyani Cast Tech Limited (“Company”) are subject to the applicable provisions of the Companies Act, 2013, read with Schedule IV thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Articles of Association of the Company and other applicable laws, rules and regulations.

The broad terms and conditions of appointment of Independent Directors are as under:

1. Appointment

The appointment of the Independent Director is for a term as approved by the Board and Shareholders of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Independent Director shall not be liable to retire by rotation during the tenure of appointment.

The appointment is subject to the Independent Director meeting the criteria for independence as prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

2. Role, Duties and Responsibilities

The Independent Director shall perform the duties and responsibilities of an Independent Director as prescribed under the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

The Independent Director shall:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising duties;
- 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 the Company in implementing best corporate governance practices;
- safeguard the interests of all stakeholders, particularly minority shareholders;
- participate in Board and Committee Meetings actively and constructively;

Reg. Office: B-144, 2nd Floor, DDA Shed, Okhla Industrial Area, Phase-1, Delhi-110020

Factory: Village Mamria Thethar, Distt. Rewari (Hr.)

Tel: 011-26444400, **Mobile:** 09650891119, **E-mail:** info@kalyanicasttech.com,

Kalyanicasttech@gmail.com **CIN:** L26990DL2012PLC242760



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- bring independent judgment on matters relating to strategy, performance, risk management, resources, key appointments and standards of conduct;
- ensure integrity of financial information and robustness of financial controls and risk management systems;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The Independent Director shall comply with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

3. Board Committees

The Board may appoint the Independent Director as a member/chairperson of one or more Committees of the Board from time to time.

The Independent Director shall abide by the terms of reference of such Committees as approved by the Board.

4. Time Commitment

The Independent Director is expected to devote sufficient time for attending Board Meetings, Committee Meetings, General Meetings and meetings independent of management and for keeping updated on the business and affairs of the Company.

The Independent Director may also be required to participate in separate meetings of Independent Directors and various familiarization programmes conducted by the Company.

5. Remuneration

The Independent Director shall be entitled to receive sitting fees for attending Meetings of the Board and Committees thereof as approved by the Board within the limits prescribed under the Companies Act, 2013.

The Independent Director may also be entitled to reimbursement of expenses incurred for participation in Board and other meetings.

The Independent Director shall not be entitled to any stock options unless otherwise permissible under applicable laws.

6. Evaluation

The performance of the Independent Director shall be evaluated in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

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7. Disclosure of Interest

The Independent Director shall disclose any material interest that may conflict with the interest of the Company and shall comply with the applicable provisions relating to disclosure of interest under the Companies Act, 2013 and SEBI Listing Regulations.

The Independent Director shall promptly inform the Company about any change in circumstances which may affect the status as an Independent Director.

8. Confidentiality

The Independent Director shall maintain confidentiality of all information acquired during the tenure as Director and shall not disclose such information except as may be required by law or with prior approval of the Company.

The obligation of confidentiality shall continue even after cessation of directorship.

9. Code of Conduct and Policies

The Independent Director shall abide by:

- the Code of Conduct of the Company;
- Insider Trading Code and related policies;
- policies relating to prevention of sexual harassment, vigil mechanism and related party transactions;
- and all other applicable policies and procedures of the Company.

10. Familiarization Programme

The Company shall, through various programmes, familiarize the Independent Director with the Company, nature of the industry, business model, operations, manufacturing facilities, risk management framework, governance structure and rights and responsibilities as a Director.

11. Resignation / Removal

The Independent Director may resign from the position by giving notice in writing to the Company.

The appointment of the Independent Director may be terminated in accordance with the provisions of the Companies Act, 2013, SEBI Listing Regulations or other applicable laws.

12. Governing Law

The appointment and terms of appointment shall be governed by the laws of India.

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