

MEGA NIRMAN & INDUSTRIES LTD.

Terms and conditions of Appointment of Independent Directors

The terms and conditions of appointment of the Independent Directors of the Company are subject to the extant provisions of the (i) applicable laws, including the Companies Act, 2013 ('2013 Act'), (ii) Listing Regulations (as amended from time to time) and (iii) Articles of Association of the Company. Presently the Independent directors of the company are as below:

Sl. No.	Name of Independent Director
1.	Ms. Sushma Jain
2.	Mr. Monendra Srivastava
3.	Mr. Govind Swaroop Mishra

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

1) Appointment

- a) In accordance with the provisions of the Companies Act, 2013 and rules made thereto, the Independent Directors of the Board are appointed by the Members of the Company at the General Meeting.
- b) In compliance with the provisions of Section 149 of the Companies Act, 2013, the position of the Independent Director is not subject to retirement by rotation.
- c) Re-appointment at the end of the term shall be based on the consent of the Independent Director and the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Board and the Shareholders.

2) Board Committees

The Board may nominate any Independent Director on one or more existing Board Committees or any such Committee that is set up in future and upon such nomination the Independent Director would serve on such Committee(s) in accordance with the scope and terms of reference of such Committee as may be approved by the Board from time to time. The appointment on such Committee(s) will be subject to the applicable regulations.

Unless approved by the Board otherwise, the Independent Director's nomination and appointment in any of the Committee(s) shall automatically terminate upon termination of the Independent Director appointment as a Director of the Company.

3) Time Commitment

As a Non-Executive Director, the Independent Directors are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management. The Independent Directors will be expected to attend Board Meetings, Meetings of Board Committees to which they may be appointed and Shareholders' Meetings and to devote such time to your duties, as appropriate for them to discharge their duties effectively.

4) Directors Fees

The Independent Director may get a sitting fees for attending the meetings of the Board and Committees of which they are a Chairman / Member as may be decided by the Board.

The Independent Director are not entitled to any stock options.

5) Roles & Duties

The role and duties of the Independent Directors will be those normally required of an Independent Director under the Companies Act, 2013 read with Listing Regulations, as amended from time to time.

They shall abide by and comply with the requirements prescribed under the Companies Act, 2013 and the rules thereto, including Schedule IV of the Companies Act, 2013. The Independent Director shall comply with the 'Code for Independent Directors' or/ and 'Code of Business Ethics'.

6) Code of Conduct

Independent Directors of the Company shall comply with the Code of Conduct of the Board of Directors, as adopted by the Board.

7) Insider Trading Regulations

The provisions of both the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct of Board of Directors on Prevention of Insider Trading, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors of the Company.

8) Evaluation

The Board of Directors will carry out evaluation of the performance of the Board as a whole, Board Committees and Directors including Independent Directors on an annual basis as per the Company's policy. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee of the Board and disclosed in the Company's Annual Report. However the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

9) Disclosure of Interest

During the term as an Independent Director of the Company, the Independent Director agree to promptly:-

Notify the Company of any change in your other directorships /shareholding etc., and provide such other disclosures and information as may be required under the applicable laws;

Disclose particulars, if any, of any potential conflict of interest with your position as an Independent Director of the Company;

Provide a declaration under Section 149(7) of the Companies Act 2013, upon any change in circumstances which may affect your status as an Independent Director;

Intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

10) Confidentiality

a) The Independent Director must apply the highest standards of confidentiality and not disclose any confidential information concerning the Company, its subsidiary and any other Group Companies with which you may come in contact by virtue of your position as a Non-Executive Independent Director of the Company.

b) The Independent Director attention is drawn to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Insider Trading Code of the Company, prohibiting disclosure or use of unpublished price sensitive information relating to or involving the Company. Consequently the Independent Director should avoid making any statement or carry out any activity that might risk a breach of these requirements.

c) Additionally, the Independent Director shall not participate in any business activity which might impede the application of their independent judgment in the best interests of the Company.

11) Termination

a) The Independent Director may resign from office by giving notice in writing to the Company stating the reasons for resignation.

b) The Independent Director's term on the Board of the Company shall cease in accordance with the law.

If at any stage during the term of the Independent Director, there is a change that may affect their status as an Independent Directors as envisaged in Section 149(6) of the Companies Act,2013, or if they fail to meet the criteria of "Independence" provided under the Listing Regulation, they agree to promptly submit their resignation to the Company with effect from the date of such change.
