

VST INDUSTRIES LIMITED

Terms & Conditions of Appointment of Independent Directors

1. The Independent Directors shall submit a declaration in the beginning of every financial year under section 149 (7) of the Companies Act, 2013 during their tenure, stating that they meet the criteria of independence.
2. So long as they are an independent director of the Company, the number of companies in which they hold office as a director or a chairman or committee member shall not exceed the limit stipulated under the Act and the listing agreement.
3. So long as they are an independent director of the Company, they will ensure that they do not get disqualified to act as a director pursuant to the provisions of section 164 of the Companies Act, 2013.
4. They shall ensure compliance with other provisions of the Companies Act, 2013 and the listing agreement as applicable to them as an independent director.
5. Their appointment is for a term of 5 years, unless terminated earlier or extended as per the provisions of the Companies Act, 2013. As an independent director, they will not be liable to retire by rotation.
6. They are expected to:
 - (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iv) guide the Board in monitoring and managing potential conflicts of interest of management, Board members and stakeholders, including misuse of corporate assets and abuse in related party transactions;
 - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
 - (vi) comply with provisions contained under Section 166 of the Companies Act, 2013 in general and Section 166 (2) of the Companies Act, 2013 in particular.

7. Their reappointment or extension of term and remuneration will be recommended by the Nomination and Remuneration Committee to the Board, pursuant to a performance evaluation carried out by the Board.
8. They shall be entitled to the benefit of a training program to familiarize with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long term plans and objectives or for such other matters as may be deemed necessary.
9. They shall abide by the Code of Conduct & Ethics Policy to the extent applicable to an independent director of the Company.
10. They shall abide by the Guidelines of professional conduct, Role, Function and Duties as an independent director as provided in Schedule IV of the Companies Act, 2013. They will be covered under the Directors & Officers Liability Insurance.
11. They shall not hold any office in any firm/entity which directly competes with the Company.
12. They are expected to stay updated on how best to discharge their roles, responsibilities, and duties and liabilities, as an independent director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
13. They are entitled to sitting fees for attending each meeting of the board and its committees, profit related commission as approved by the members of the Company, reimbursement of expenses, if any, incurred by them in connection with attending the meetings of the Board, its Committees, General Meeting and travel, hotel accommodation in relation to the business of the Company.
14. They are not entitled to any stock options.
15. They will maintain confidentiality of such information to which they may have access and shall not disclose to any third party.