



## **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

### **1. DUTIES AND RESPONSIBILITIES**

The duties, responsibilities and liabilities that are attached to the appointment for being an Independent Director would be as per the applicable laws, Company Policies and the Articles of Association of the Company. The laws that currently govern the duties, responsibilities and liabilities of an Independent Director are the Companies Act, 2013, and the Listing Agreement with the Stock Exchanges, some of which are specifically outlined below. An Independent Director will follow “the Code for Independent Director” as per Schedule IV to the Companies Act, 2013, and “The Grob Tea Company Limited Code of Conduct”. An Independent Director is required to make disclosure of his/her interest as per the requirements of Section 184 of the Act.

As, an independent Director, he/she may be held liable only in respect of such acts of omission or commission by the Company which had occurred with his/her knowledge attributable through Board process and with his/her consent or connivance or where he/she had not acted diligently.

### **2. ROLE :**

In addition to the role specified under the Schedule IV of the Act, he/she is expected to bring an independent judgement to the Board’s deliberation especially on issues of strategy performance, risk management, resources, key appointments and standard of conduct.

### **3. INDEPENDENCE**

The Board of Directors of the Company inter alia gives due consideration to the declaration made by an Independent Director of being qualified as ‘Independent’ in accordance with the provisions of the Act, and the Listing Agreement with the Stock Exchange. An Independent Director is expected to continue to be qualified as ‘Independent’ during his/her tenure and provide periodic declaration to the effect as required by regulations. He/she will be identified as ‘Independent Director’ in the Annual Report and other documents and publications of the Company. If circumstances change and he/she believes it may not be possible to retain his/her independence he/she should discuss this with the Chairman as soon as practicable.

#### **4. VIGIL MECHANISM**

In accordance with the provisions of Section 177 of the Companies Act, 2013 the Company has adopted a Vigil Mechanism which will also be available at the Company's Website: [www.grobtea.com](http://www.grobtea.com).

#### **5. PROHIBITION ON INSIDER TRADING**

The Independent Directors will follow the The Grob Tea Company's Policy on Insider Trading and the requirements under the Act and SEBI regulations, which inter alia requires that price-sensitive information is not used or transmitted and maintained securely. The Independent Directors should not make any statement that might risk a breach of these requirements without prior clearance from the Compliance Officer.

#### **6. TERMS OF APPOINTMENT :**

Sitting fee of Rs.5,000/- for attending each board meeting and Rs.2,500/- for attending each committee meeting of the Company shall be payable.

#### **7. TENURE:**

The tenure of appointment of an Independent Director shall be for three to five consecutive years on non rotational basis as mentioned in the appointment letter.