



Shyam Dhani Industries Limited

(Formerly known as Shyam Dhani Industries Private Limited)

Manufacturer of All Spices

CIN No. U15499RJ2010PLC033117

Registered Office : F-438A, Road No. 12 V.K.I Area, Jaipur-302 013 Rajasthan (INDIA)

Terms and Conditions for the Appointment of Independent Director pursuant to section 149 of Companies Act 2013 and Schedule IV of Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"):

The terms and conditions of appointment of the Independent Directors are subject to the provisions of the applicable laws, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) and the Articles of Association of the Company. The broad terms and conditions of their appointments as Independent Directors of the Company are mentioned hereunder:

1. Duration of Appointment:

That the term of appointment of the independent directors is for the period of **five years** subject to the provisions of the Articles of Association of the Company, applicable laws, and regulations. Further their reappointment will be subject to the recommendation of the Nomination and Remuneration committee and Approval of the Board of Directors and shareholders.

2. Roles and Responsibility:

- Act in good faith, exercise due diligence, and contribute to the Company's growth and strategic direction.
- Provide independent judgment and oversight on matters such as financial performance, governance, and business strategies.
- Uphold the principles of the transparency and Integrity in decision making.
- Actively participate In Board and Committee meetings and review all relevant documents.

3. Independence:

Independent Directors are required to exercise their independent judgment on matters concerning the Company's policies, strategies, financial performance, governance, and any other decisions made by the Board. They need to work collaboratively with Board



FACTORY AT : Khasra No. 06/1067,
Manpura Road, Jatawali, Near Delhi
Bypass, Tehsil Chomu, Jaipur 303 806



+91-141-4026770, 2332459,
+91 9116116051,52,53,54



info@shyamspices.co.in
www.shyamspices.co.in

PAN No. AAOCS8729H || GSTIN : 08AAOCS8729H1ZO

members, and are expected to make decisions in the best interests of the Company and its shareholders, free from any undue influence from the management or other stakeholders.

4. Annual Evaluation:

That the performance of the independent directors will be evaluated annually as per the criterion being laid down by the Board of the Directors and their reappointment is also subject to the evaluation by the board of directors.

5. Sitting Fees:

During the tenure as director in the company independent director shall be paid the sitting fees and reimbursement of all out-of-pocket expenses incurred in relation to attending Board and Committee meetings or carrying out duties on behalf of the Company. They shall not be entitled for any stock option.

6. Training and Development:

The Company may, if required, conduct formal training program for its Independent Directors. The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

7. Board Committees:

During the tenure of office, the Independent Directors may be required to serve on one or more of the Committees of the Board formed by Company subject to the ceiling on the number of Committees as may be prescribed.

8. Code of Conduct:

The Board has adopted a Code of Conduct for its Directors and Senior Management personnel and also a Code for Prevention of Insider Trading. The Independent Directors are expected to abide by the provisions of the aforesaid Codes and provide an annual declaration for the same. The provisions of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on Prevention of Insider Trading, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors. Additionally, they shall not participate



in any business activity which might impede the application of their independent judgment in the best interest of the Company.

9. Disclosures, other directorships and Business interests:

The Independent director will during the tenure as director notify to the company any change in their directorships and provide such other disclosures and information as may be required under applicable rules and regulations.

The Independent directors are also required to provide the declaration under 149 (7) of companies Act 2013 upon any change in the circumstances which may affect their status as independent director.

10. Confidentiality:

Highest standards of confidentiality shall be observed and no kind of disclosure to any person or Company (whether during the course of the Appointment or at any time after its termination) shall be made on any confidential information concerning the Company and any Group Companies, which he may acquire by virtue of his position as an independent director

