

V.R. WOODART LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Term

The terms and conditions of appointment of the following Independent Directors are subject to the extant provisions of the applicable laws, including the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and Articles of Association of the Company.

A. Mr. Nitin Panchal -

Mr. Nitin Panchal was appointed as Non-Executive and Independent Director at the 24th Annual General Meeting held on 30th June, 2014.

2. Committees

During the Appointment, the Independent Directors may be required to serve on one or more of the existing committees of the Board or any such Committee that is set up in the future. Such appointment on Committee(s) will be subject to the applicable laws and regulations.

By accepting the appointment, Independent Directors confirm that they are able to allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

3. Role and Duties

As a member of the board, Independent Directors role, duties and responsibilities will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

In terms of Section 166 of the Companies Act, 2013, Independent Directors shall,

- I. Act in accordance with the Company's Articles of Association;
- II. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- III. Exercise their duties with due and reasonable care, skill and diligence;
- IV. Not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- V. Not achieve or attempt to achieve any undue gain or advantage either to themselves or to

their relatives, partners or associates;

VI. Not assign their office as Director and any assignments so made shall be void.

Independent Directors shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act and in SEBI (LODR), Regulations, 2015.

4. Remuneration, etc.

Sitting fees for meetings of the Board will be decided by the Board.

5. Code of Conduct and other compliances

During the appointment, Independent Directors will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code of Independent Directors, Code of Conduct and Ethics for Directors and Senior Executives and Insider Trading Code and such other requirements as the Board of Directors may specify time to time.

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect the Independence of an Independent director, such Independent Director shall give a declaration to that effect confirming that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

6. Conflict of Interest

It is accepted and acknowledged that Independent Directors may have business interests other than those of the Company, as a condition to appointment as an Independent Directors, they are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time appointment.

In the event that circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its opinion of Independence, this should be disclosed by an Independent Director to both the Chairman and the Company Secretary of the Company.

7. Confidentiality

All information acquired by Independent Directors during appointment is confidential to the Company and should not be released, either during their appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request by the Company, Independent Directors shall surrender any documents and other materials made

available to you.

Independent Directors have been apprised about the requirements under the applicable regulations and the Company Share Dealing Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently Independent Directors should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary of the Company.

8. Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. Appointment and re-appointment of Independent Directors on the Board shall be subject to the outcome of the evaluation process.

9. Disclosure of Interest

Independent Directors shall disclose any material interest in any transaction or arrangement that the Company has or is proposing to entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record such interest disclosure appropriately and our records are updated.

10. Termination

- a. Independent Directors may resign from their position at any time upon serving reasonable prior written notice to the Board.
- b. Continuation of appointment of an Independent Director is contingent on getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. Independent Directors will not be entitled to compensation if the shareholders do not re-elect them at any time.
- c. Appointment of an Independent Director may also be terminated in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company from time to time in force.

11. Governing Law

The appointment and the terms are governed by the laws of India.