

K I C METALIKS LIMITED

Terms and Conditions of Appointment of Independent Directors

1. Terms of Appointment

- The appointment of an Independent Director can be made subject to the compliance of the Companies Act, 2013 ("Act") and rule made thereunder, provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and any other circular and/or guidelines issued by the Ministry of Corporate Affairs, SEBI from time to time in this regard.

- The Independent Director shall satisfy the criteria specified under section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

- The Independent Director shall submit a declaration to the Company at the beginning of every Financial Year or whenever there is change in circumstances which may affect their status as an Independent Director under Section 149 (7) of the Act and Regulation 25(8) of the SEBI Listing Regulations stating that they meet the criteria of Independence, as provided under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

- So long as the Director is an Independent Director of the Company, the number of companies in which they can hold office as a Director, or a chairman or committee member shall not exceed the limit stipulated under the Act and SEBI Listing Regulations.

- 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 under Section 164 of the Act or debarred from holding office of director by virtue of order of SEBI or by any such other authority.

- The Independent Director shall not be liable to retire by rotation.

- The independent director shall hold office up to a period of such years as may be approved by the Board/Shareholders, as applicable, or such other period as may be prescribed by the Act, SEBI Listing Regulations.

- The Independent Director shall be eligible for re-appointment, subject to approval of members of the Company pursuant to provisions of the Act.

2. Committee

Independent Director may be appointed as a member of the Committees of the Board as and when decided by the Board. Their responsibilities as a member of the committees, when appointed shall be as per the respective committee's role, functions & responsibilities.

3. Role, Duties and Responsibilities

- In the capacity of an Independent Director, they will collectively be responsible for meeting the objectives of the Board, which includes:

  a) Requirements under the Act
  b) "Responsibilities of the Board" as required in terms of Corporate Governance as prescribed by the SEBI Listing Regulations
  c) Accountability as detailed under Director's Responsibility Statement

- They will abide with the "Code for Independent Directors" as envisaged in Schedule IV of the 2013 Act.
- They will carry out the duties as provided in 2013 Act (including Section 166) and in SEBI Listing Regulations.
- They will provide guidance in their area of expertise as and when required.

4. Time Commitment

While accepting the appointment, the Independent Director confirms that he / she will be able to allocate sufficient time to perform his/her duties as a director and attend meetings of the Board or any committee thereof. In addition to such attendances, Independent Director will be expected to devote appropriate preparation time ahead of each meeting.

5. Performance evaluation

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the Director being evaluated. While the actual evaluation process shall remain confidential, the criteria for evaluation will be disclosed in the Annual Report of the Company.

6. Remuneration

As an Independent Director you will be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

7. Conflict of Interest

It is expected that Independent Director shall not act in a manner or engage in such activities which may give rise to conflict of interest. In the event circumstances seems likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might

lead the Board to revise its judgement that you are independent, this should be disclosed to the company secretary of the Company.

8. Disengagement

You may resign as Director of the Company by giving notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

9. Extension of Term

Upon the expiry of your First Term and subject to your eligibility under the relevant provisions of the Act, Rules, SEBI Listing Regulations and other applicable laws, as prevailing from time to time and subject to annual performance evaluation and recommendations of the Nomination and Remuneration Committee, the Board may, at its discretion, recommend to the shareholders renewal of your term.