

## **PREMIER POLYFILM LIMITED**

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

The following are the terms and conditions of the appointment of the Non Executive Independent Directors as given below in compliance with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"):

- The Company has adopted the provisions with respect to appointment and tenure of Non Executive Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Non Executive Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of the Companies Act, 2013.
- The Non Executive Independent Directors shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act;
- The Non Executive Independent Directors shall also comply with the Company's Code of Conduct for Directors;
- The Company has mainly four Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Board of Directors may appoint the Non Executive Independent Directors as Chairman/Member of one or more of the Committees.
- The Non Executive Independent Directors of the Company will periodically hold exclusive Meeting(s) without the attendance of Non Executive Independent Directors and Members of the Management. They shall strive to be present at such Meeting(s);
- The Non Executive Independent Directors shall be entitled to sitting fees and also be eligible for to and fro air fare, accommodation, boarding, conveyance and other incidentals for attending the Board and Committee Meetings and for discharging their duties as Non Executive Independent Directors of the Company;
- The Non Executive Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- The resignation or removal of an Non Executive Independent Directors shall be in the same manner as provided in sections 168 and 169 of the Act;
- The Non Executive Independent Directors shall abide by the other roles and responsibilities as given in their appointment letter.

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