

“TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS”

1. BACKGROUND:

Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the listed Companies to disseminate terms and conditions of appointment of independent directors on its website.

The Board of Directors (“Board”) of DHYAANI TILE AND MARBLEZ LIMITED (“Company”) has finalized this framework for the appointment of independent directors in the Company.

2. APPOINTMENT:

Independent Director shall be appointed on the Board of the Directors of the Company in terms with the provisions of the Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The appointment of an independent director shall be formalised through a letter of appointment prepared pursuant to provisions of Schedule IV of the Act i.e. Code for Independent Director.

3. TENURE:

An independent director may be appointed for a term of maximum up to five years on the Board of the Company.

An independent director shall not hold office for more than two consecutive terms.

An independent director shall not be liable to retire by rotation during his/her tenure of appointment.

4. ROLE, DUTIES AND LIABILITIES:

The role and duties of Independent directors are those normally required of a Non-Executive Independent Director under the Companies Act, 2013 (hereinafter referred as “the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time.

The Independent Directors shall strive to attend all Board meetings, relevant Committee meetings, General Meetings, Separate Meeting of Independent Directors and such other programs as organized by the Board from time to time.

As per the provisions of Section 149(8) of the Act, the Company and independent directors shall abide by the provisions specified in Schedule IV of the Act i.e. Code for Independent Director.

The Independent Directors are required to make disclosure of interest as per Section 184 as well as declaration of independence as per section 149 of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the Listing Regulations and should not participate in the meeting on any contract or arrangement in which the concerned director is interested.

Independent Directors are liable to maintain confidentiality. All information acquired during the tenure of Independent directors is confidential to the Company and shall not be released, either during the 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 any regulatory body.

5. CODE OF CONDUCT:

Independent Director is required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the following codes of conduct of the Company:

- i. Code of Conduct for Board of Directors and Senior Management;
- ii. Code of Internal Procedure and Code for prevention of Insider Trading in securities of the Company;
- iii. Other policies as may be applicable to Independent Directors including as a Director of the Company from time to time.

6. REMUNERATION:

Independent director shall be paid sitting fees for attending meetings of the Board and its Committees as may be decided by the Board from time to time, within the prescribed limits.

The Independent Director will not have any entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company. The Independent Directors will be entitled to profit related commission as may be approved by the members.

In addition to the above the Independent Directors, for the period of the appointment, will be entitled for reimbursement of travel, hotel and other incidental expenses as may be incurred in the performance of the role and duties by Independent Director.

7. PERFORMANCE EVALUATION:

The performance evaluation of Independent Directors shall be done by the Board of Directors

excluding the director being evaluated, in accordance with the applicable provisions of the Act and the Listing Regulations.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

8. DISCONTINUATION:

Directorship of Independent Director on the Board of the Company shall terminate or cease in accordance with law or in accordance with provisions contained in the Articles of Association of the Company.

Directorship of Independent Director may be terminated for violation of any provision of the Code of Conduct of the Company.

An Independent Director may resign from the Directorship of the Company by giving a notice in writing to the Company stating detailed reasons for resignation and a confirmation that there are no other material reasons other than those provided by him/her.

Upon termination or resignation for any reason, Independent Director(s) shall not be entitled to any damages or compensation for loss of office or otherwise and no fee or remuneration or commission, as the case may be, will be payable to them in respect of any unexpired portion of the term of their appointment.

9. GENERAL:

All the terms as mentioned above in respect of Independent Directors shall be governed under the provisions of the Act and the Listing Regulations.

These terms shall be reviewed from time to time so that it remains compliant with the applicable legal requirements.

10. DISCLOSURE:

These terms and conditions shall be posted on the website of the Company.