

**Terms and conditions of appointment of Independent Directors**

**Name of the Director and brief introduction**

Mr. Dalip Sehgal serves on the Board of the Company as an 'Independent Director'.

He brings with him a vast experience of over 35 years in various fields like marketing, sales and leadership development.

Mr. Sehgal started his career with Tata's in Forbes, Forbes & Campbell, and then joined Hindustan Lever (HLL) in 1982 (now Hindustan Unilever (HUL)). He served as Executive Director of New Ventures & Marketing Services at Hindustan Unilever Ltd. In his 25 years with Hindustan Unilever, he worked in various sales and marketing assignments across various businesses like detergents, foods, beverages and personal products. These included heading sales at a national level, and as Head of Marketing for the Personal Care Business.

As part of the New Business Development portfolio, he was also involved in pioneering efforts like Project Shakti in rural India, Ayush Ayurvedic products and services, HLL Network direct selling, Pure It water purification business, etc. He was also responsible for Media Buying, Consumer and Market Insights (CMI) and Business Research for HUL.

Amongst other companies he has been director of, he has been Non-Executive & Non-Independent Director of Graviss Hospitality Limited since October 21, 2011. He has also been an Independent Director of S H Kelkar and Company Limited since December 9, 2014. He serves as director of Graviss Food Solutions Private Limited and Graviss Dairy Private Limited. He has been an Independent Director of Safari Industries India Ltd. since November 8, 2013.

Mr. Sehgal holds Bachelor of Arts in Economics with Honours from the University of Delhi and did his MBA with specialization in Marketing from FMS, Delhi.

**Term of appointment**

Mr. Sehgal has been appointed for a term up to the conclusion of the next Annual General Meeting of the Company. He is eligible for reappointment as a Non-Executive Director through approval of the shareholders in the next Annual General Meeting, for a term as approved, under largely the same terms and conditions.

**Expectation of the Board from you as a Non-Executive Director**

As a Non-Executive Director Mr. Sehgal is expected to will bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial integrity and corporate governance.

He will be required to attend meetings of the Board, Board Committees to which he is appointed, as also Shareholders meetings. Further, the Board would seek his involvement in important

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business meetings, introduction and engagement with prospective customers, employees, advisors and other such parties.

The expected time commitment for the aforesaid engagements, including Board / Committee meetings shall be approximately one day per month.

### **Fiduciary Duties**

Independent Director's role and duties will be those normally required of a Non-Executive Director under the Companies Act, 2013. There are certain duties 'prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and inter alia include the following:

- i. One shall act in accordance with the Company's Articles of Association.
- ii. One shall act diligently and 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.
- iii. One shall not involve oneself in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- iv. One shall not achieve or attempt to achieve any undue gain or advantage either to himself / herself or to their relatives, partners or associates.
- v. One shall not assign the office as Director and any assignments so made shall be void.

### **Provision for Directors and Officers Insurance**

The Company has a Directors' and Officers' Insurance Policy in place, which shall also be extended to the Independent Director.

### **Code of Business Ethics**

During the tenure of the appointment, an Independent Director shall comply with regulations as contained in Schedule IV of the Companies Act, 2013, which are applicable to Independent Directors.

### **List of actions which should be avoided while functioning as a Non-Executive Director:**

- i. not allow any extraneous considerations that will vitiate exercise of objective independent judgment, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- ii. not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

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- iii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- iv. not 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;
- v. not enter into insider trading of securities in the Company;
- vi. not put oneself in a position where one has or may have an actual or potential conflict of interest with the Company; Should such an occasion arise, he / she should discuss the matter with the Board or the Company Secretary immediately;
- vii. not achieve or attempt to achieve any undue gain or advantage either to either to himself / herself or to their relatives, partners, or associates;
- viii. not assign office and any assignment so made shall be void;
- ix. not hold singly or along with relatives, shares exceeding 2% or more of the total voting power of the Company.

**Remuneration / Periodic fees / Reimbursement of expenses / Commission**

- i. He is entitled to receive an annual remuneration aggregating Rs. 18,00,000 (Rupees eighteen lakhs only).
- ii. He is entitled to receive reimbursement of expenses (based on actuals) for participating in the Board and other meetings, including business class travel.
- iii. The Company does not pay sitting fees to its Directors as of now. Payment of sitting fees, if any, in future, shall be subject to the approval of the Board of Directors and the ceilings specified by the Act.
- iv. Entitlement to stock options, if any, shall be subject to provisions of the Companies Act 2013 and the decision of the Board of Directors / Remuneration and Corporate Governance Committee.