

Date: \_\_\_\_\_

To,  
Mr./Ms. \_\_\_\_\_  
Designation: \_\_\_\_\_

Address: \_\_\_\_\_

**Sub: Appointment as an Independent Director**

Hearty welcome to **UNO MINDA LIMITED** (formerly known as Minda Industries Limited) (“Company”) as an Independent Director on the Board of the Company.

We are pleased to inform you that, the shareholders of the Company have approved your appointment as an Independent Director of the Company with effect from \_\_\_\_\_. We are privileged to have you as an integral part of the growth of our Company.

We thank you for your confirmation to the Company that you meet the “independence” criteria as envisaged in Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR 2015”).

The appointment letter is being issued to comply with the requirements of Schedule IV of the Act. This letter of appointment sets out the terms and conditions covering your appointment as an Independent Director, on the Board of the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the Companies Act, 2013 and SEBI LODR 2015.

**1. Appointment**

Your term of appointment as an Independent Director of the Company is for a period of \_\_\_ consecutive years with effect from \_\_\_\_\_ up to \_\_\_\_\_ and you will not be liable to retire by rotation.

Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**2. Role and Duties**

As a member of the Board, your role, duties and responsibilities will be those normally required of an Independent Director under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 166 of the Companies Act, 2013, you shall

- a) act in accordance with the Company's Articles of Association.
- b) 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 interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- c) exercise your duties with due and reasonable care, skill and diligence and exercise independent judgement.
- d) not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- f) not assign your office as Director and any assignments so made shall be void.

You 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 Act and in Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For your ready reference, the relevant provisions have been extracted and attached to this letter as **Annexure A**.

### **3. Remuneration, etc.**

#### **Fees/Commission:**

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees, where you are member of such meeting, as may be decided by the Board and/or approved by the Shareholders from time to time.

The sitting fees presently paid to the Independent Director is Rs. \_\_\_\_\_ per meeting of the Board and Audit Committee and Rs \_\_\_\_\_ per meeting of other Committees.

#### **Reimbursement of Expenses:**

In addition to the remuneration described, hereinabove, the Company will, during the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

### **4. Code of Conduct & other compliances**

During the appointment, you 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 Code of Conduct of the Company and Code of Conduct to regulate, monitor and report trading by insider and such other requirements as the Board of Directors may from time to time specify.

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the format as per **Annexure B** to this letter.

## **5. Conflict of Interest**

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

In the event that your 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 judgment that you are independent, this should be disclosed to both the Chairman and the Company Secretary of the Company.

## **6. Confidentiality**

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

Your attention is also drawn to the requirements under the applicable regulations and the Company's Code of conduct to which regulate, monitor and report trading by insider, which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, you 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.

## **7. Insurance**

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of your appointment, subject to the terms of such policy in force from time to time. A copy of the policy document will be provided to you on request.

## **8. Evaluation**

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

## 9. Disclosure of Interest

You shall disclose material interest that in any transaction or arrangement that the Company has 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 your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

## 10. Termination

You may resign from your position at any time and if you wish to do so, you are requested to serve a reasonable written notice on the Board. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

Your directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Director prior to completion of term (subject to compliance of relevant provisions of the 2013 Act upon

- Violation of any provision of the Code of Conduct as applicable on Board of Directors.
- The Director falling to meet the criteria for independence as envisaged in Section 149(6) of the Companies Act, 2013 or Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

## 11. Governing Law

This letter of appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the courts of Delhi.

This letter constitutes neither a contract for services nor a service contract.

Yours sincerely,

**For and on behalf of Uno Minda Limited  
(Formerly known as Minda Industries Limited)**

**Tarun Kumar Srivastava  
Company Secretary & Compliance Officer**

## SCHEDULE IV TO THE COMPANIES ACT, 2013

[See section 149(8)]

### CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

#### I. Guidelines of professional conduct:

An independent director shall:

- 1) uphold ethical standards of integrity and probity;
- 2) act objectively and constructively while exercising his duties;
- 3) exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) not abuse his 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;
- 7) refrain from any action that would lead to loss of his independence;
- 8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) assist the company in implementing the best corporate governance practices.

#### II. Role and functions:

The independent directors shall:

- 1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of board and management;
- 3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where

necessary recommend removal of executive directors, key managerial personnel and senior management;

- 8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### III. Duties:

The independent directors shall—

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) 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.

### IV. Manner of appointment:

- 1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

- 3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- 4) The appointment of independent directors shall be formalized through a letter of appointment, which shall set out:
  - a) the term of appointment;
  - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) provision for Directors and Officers (D and O) insurance, if any;
  - e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - f) the list of actions that a director should not do while functioning as such in the company; and
  - g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- 6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

**V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**VI. Resignation or removal:**

- 1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- 2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- 3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. Separate meetings:**

- 1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the company shall strive to be present at such meeting;

- 3) The meeting shall:
  - a) review the performance of non-independent directors and the Board as a whole;
  - b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **VIII. Evaluation mechanism:**

- 1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- 2) 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.

#### **EXTRACT OF THE PROVISIONS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

#### **Responsibilities of Board of Directors [Regulation 4 (2) (f)]**

##### **1. Disclosure of Information**

- 1) Members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- 2) The board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

##### **2. Key functions of the Board of Directors:**

- a) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- b) Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c) Selecting, compensating, monitoring and, when necessary, replacing key executives/ key managerial personnel and overseeing succession planning.
- d) Aligning key executive/ key managerial personnel and board remuneration with the longer-term interests of the company and its shareholders.
- e) Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f) Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.



- g) Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h) Overseeing the process of disclosure and communications.
- i) Monitoring and reviewing Board Evaluation framework.

### **3. Other responsibilities**

- a) The Board should provide the strategic guidance to the company, ensure effective monitoring of the management and should be accountable to the company and the shareholders.
- b) The Board should set a corporate culture and the values by which executives throughout a group shall behave.
- c) Members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- d) The board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.
- e) Where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.
- f) The board of directors shall maintain high ethical standards and shall consider the interests of stakeholders.
- g) The board of directors shall exercise objective independent judgement on corporate affair.
- h) Board of Directors shall consider assigning a sufficient number of non-executive Board members capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i) The board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
- j) The board of directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- k) When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- l) Members of the board of directors shall be able to commit themselves effectively to their responsibilities.
- m) In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
- n) The board of directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

**Obligations with respect to independent directors [Regulation 25]**

- 1) No person shall be appointed or continue as an alternate director for an independent director of a listed entity with effect from October 1, 2018.
- 2) The maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.
- 2A) 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.  
Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).  
Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.
- 3) The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.
- 4) The independent directors in the meeting referred in sub-regulation (3) shall, inter alia-
  - (a) review the performance of non-independent directors and the board of directors as a whole;
  - (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.
- 5) An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his/her knowledge, attributable through processes of board of directors, and with his/her consent or connivance or where he/she had not acted diligently with respect to the provisions contained in these regulations.
- 6) An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy:  
Provided that where the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply.

- 7) The listed entity shall familiarise the independent directors through various programmes about the listed entity, including the following:
  - (a) nature of the industry in which the listed entity operates;
  - (b) business model of the listed entity;
  - (c) roles, rights, responsibilities of independent directors; and
  - (d) any other relevant information.
  
- 8) Every independent director shall, at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
  
- 9) The board of directors of the listed entity shall take on record the declaration and confirmation submitted by the independent director under sub-regulation (8) after undertaking due assessment of the veracity of the same.
  
- 10) With effect from January 1, 2022, the top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.
  
- 11) No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.
  
- 12) A 'high value debt listed entity' shall undertake Directors and Officers insurance (D and O insurance) for all its independent directors for such sum assured and for such risks as may be determined by its board of directors.

To  
Uno Minda Limited  
(Formerly known as Minda Industries Limited)  
B-64/1, Wazirpur Industrial Area  
Delhi- 110052

Dear Sir(s),

**Re: Declaration of independence pursuant to Section 149 of the Companies Act, 2013 and Regulation 16(1) and Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

In terms of the provisions of Section 149(6) & 149(7) of the Companies Act, 2013 (the Act) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), I, \_\_\_\_\_, aged \_\_\_\_\_ years old, Independent Director of Company, hereby confirm that:

1. I am a person of integrity and possess relevant expertise and experience.
2. I am or was not a promoter of the Company or its holding, subsidiary or associate companies nor member of the promoter group of the Company;
3. I am not related to promoters or Directors in the Company, its holdings, subsidiaries or associate companies;
4. I do not have or had any pecuniary relationships or transactions exceeding 10% of my total income with the Company, its holding, subsidiaries or associate companies or their promoters or Directors during three immediately preceding financial years or during the current financial year except for receiving Director's remuneration i.e. sitting fee commission or reimbursement of expenses on appointment as Independent Director;
5. During the three immediately preceding financial years or during the current financial year, none of my relatives:
  - (i) is holding securities of or interest in the Company, its holding, subsidiary or associate company, face value in excess of Rs. 50 Lakhs (Rupees fifty lakh only) or 2% of the paid-up capital of the Company, its holding, subsidiary or associate company, respectively, or such higher sum as specified below\*;
  - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as specified below\*;
  - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors for such amount as specified below\*;
  - (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate company amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause(i), (ii) & (iii):  
[\*the pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or Rs. 50 Lakhs (Rupees fifty lakh only) or such higher amount as may be specified from time to time, whichever is lower.]
6. Neither my relatives are nor I am, holding or have held the position of a key managerial personnel, employee or executive of the Company or its holdings, subsidiaries or associate companies or any company belonging to the promoter group of the Company in any of the three immediately preceding financial years;

7. Neither any of my relatives is/has been nor I am/have been an employee, executive or proprietor or a partner, in any of the three immediately preceding financial years, of any of the following:
  - i. a firm of auditors (both statutory and internal auditors) or company secretaries in practice or cost auditors of the Company or its holdings, subsidiaries or associate companies; or
  - ii. any legal or a consulting firm that has or had any transaction with the Company, its holdings, subsidiaries or associate companies amounting to 10% or more of the gross turnover of such firm;
8. Neither any of my relatives nor I am a material supplier, service provider or customer or a lessor or lessee of the Company, which may affect my independence;
9. I, together with my relatives do not hold two per cent or more of the total voting power of the Company;
10. Neither any of my relatives nor I am a Chief Executive or Director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company, any of its promoters, Directors or its holding subsidiaries or associate companies or that hold 2% or more of the total voting power of the Company;
11. I am not less than 21 years old;
12. I am not a non-independent director on the board of any other entity of which any non-independent director of Company is an independent director;
13. I have not been debarred or disqualified from holding the office of a Director pursuant to any order of Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other such authority;
14. I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective independent judgment and without any external influence;
15. I meet the criteria of independence specified in Section 149 (6) of the Companies Act, 2013 Act & Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 & rules framed thereunder;
16. I shall abide by the provisions of Schedule IV (Code for Independent Directors) to the Companies Act, 2013.
17. I am Independent of the management of the Company;
18. I am registered as an Independent director in the data bank of Indian Institute of Corporate Affairs, vide Registration No.: \_\_\_\_\_ valid from \_\_\_\_\_ till \_\_\_\_\_ in compliance with sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The above declaration may be placed before the Board. Further, I shall keep the company informed if there is any change in the declaration.

Thanking you,  
Yours faithfully,

\_\_\_\_\_  
**Name:**

**DIN:**

**Designation:**

**Date:**

**Place:**