

## CHAMAN LAL SETIA EXPORTS LIMITED

### Terms of Appointment of Independent Directors:

#### **A. Term**

Appointment of an independent director ( hereafter referred to as “ID” ) is for a term of 5 years.

#### **B. Code of Conduct and Duties and Responsibilities**

1. ID will abide by the Company’s Code of Ethics and Business Principles applicable to an Independent Director of the Company.
2. ID will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013.
3. ID is expected to stay updated on how best to discharge roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.

4. ID is expected to:

- (i) take decisions objectively and in the interests of the Company;
- (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
- (iii) Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- (iv) Guide the Board in monitoring and managing potential conflicts of Interest of Management, Board Members and Stakeholders.
- (v) 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;
- (vi) 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disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- (vii) Keep themselves well informed about the company and the external environment in which it operates.