

Terms and Conditions of Appointment of Independent Directors

To,
All Independent Directors
Kisan Mouldings Limited

Sub: Appointment as an Independent Director (Non-Executive Director) of the Company under the Companies Act, 2013

Dear Sir/Madam,

We are pleased to inform you that the Board of Directors of the Company have approved your appointment as an Independent Director under the category of Non-Executive Director on the Board of the Company for the first term of Five years, if approved by the members of the Company in its ensuing Annual General Meeting pursuant to the Companies Act, 2013 and rules made there under.

As per the requirements of the Companies Act, 2013, the above is being formalized through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

1. APPOINTMENT:

You have been appointed as an Independent Director (Non-Executive Director) on the Board of Directors of the Company for the first term of Five years, if approved by the members of the Company in its ensuing Annual General Meeting. Your appointment is subject to the applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations, 2015**") as amended from time to time.

2. DURATION OF APPOINTMENT:

This appointment is for an initial term of Five years, if approved by the members of the Company in its ensuing Annual General Meeting. Further the tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will be eligible for re-appointment for second term of 5 years, subject to your fulfilling the criteria for being an Independent Director and not being disqualified to be a Director under the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015. Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals, if any.

3. ROLE ON THE BOARD:

As an Independent Director you are expected to bring objectivity and independence to the Board's discussions and help provide the Board and the Committees of the Board in which you are member of, with effective leadership, expertise and experience in relation to the Company's strategy,

performance, and risk management, as well as ensuring high standards of financial probity and Corporate Governance.

You may be nominated on one or more committees of the Board and in such events you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

You will be expected to attend the Board Meetings, Committee Meetings and the Annual General Meetings of the Company and to devote sufficient time, as required for you to discharge your duties effectively.

4. FIDUCIARY DUTIES AND LIABILITIES:

Your duties and liabilities that come with your appointment would be as per the applicable law including the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including amendments thereof from time to time), the Company's policies and the Articles of Association of the Company.

You will follow "the Code for Independent Director" as per Schedule IV of the Companies Act, 2013, and Company's Code of Conduct for Independent Directors.

You are required to make disclosure of your interest as per the requirement of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board and/or any Committee of the Board where any contract or arrangement in which you are interested is discussed.

Further, if at any time during your tenure you are restrained from acting as a director by virtue of any SEBI order or any other such authority, you shall disclose the same to the Company and shall voluntarily resign with immediate effect.

5. INDEPENDENT:

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as "Independent" in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. You are expected to continue to be qualified as "Independent Director" as defined under the Companies Act, 2013 and the SEBI Listing Regulations, 2015 during your tenure and provide periodic declarations to the effect as required by the applicable laws. Further you should not be restrained from acting as a director by virtue of any SEBI order or any other such authority. As an Independent Director you are not liable to retire by rotation.

You will be identified as "Independent Director" in the Annual Report and other documents and publication of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

6. REMUNERATION:

You will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board and approved by the Members from time to time.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings in your capacity as an Independent Director.

7. EVALUATION PROCESSES:

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of the Board as a whole, the Chairperson, Non Independent Directors and other Independent Directors

8. CODE OF BUSINESS CONDUCT:

You will follow the Kisan's Code of Conduct and furnish an annual affirmation of the same. You will apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman.

9. PROHIBITION OF INSIDER TRADING:

You will follow the Company's policy on insider trading and the requirements under the Companies Act, 2013 and SEBI Listing Regulations, 2015, which inter-alia requires that price-sensitive information is not used or transmitted and maintained security. You should not make any statements that might risk a breach of these requirements.

10. GENERAL:

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the SEBI Listing Regulations, 2015 as amended from time to time and any other laws applicable at the time being in force.