

**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS
OF SARLA PERFORMANCE FIBERS LIMITED (THE 'COMPANY')**

1. Appointment*

The Company has adopted the requirements under the provisions of Companies Act, 2013 including Rules made there under and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as modified, amended or substituted from time to time and as may be applicable with respect to appointment and tenure of Independent Directors.

An Independent Director shall not be liable to retire by rotation in terms of the provisions of Companies Act, 2013.

An Independent Directors will serve for not more than two terms of five years each on the Board of the Company subject to the maximum tenure of ten years as prescribed under the Companies Act, 2013.

Appointment for the **second term** as an Independent Director shall be based on the recommendation of the Nominations & Remuneration Committee of the Board and subject to approval of the Board of Directors (the 'Board') and of the Shareholders by way of special resolution. The re-appointment would be considered by the Board based on evaluation of the performance and further subject to satisfying the requisite criteria of Independence as specified in the Companies Act, 2013.

The appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013.

The term Independent Director should be construed as defined under the Companies Act, 2013.

Further, the amendment in the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) (Sixth Amendment) Regulations, 2022 dated November 14, 2022 inserts a proviso defining conditions for appointment, re-appointment or removal of the Independent Director.

It states 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 by way of a special resolution approved by the shareholders.

Further an Independent Director appointed as per the above condition 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.

2. Committees:

The Board may invite any of the Independent Directors for being appointed on one or more existing Board Committees or any such Committee that will be set up in the future. The appointment on such Committee(s) will be subject to the applicable provisions of the laws / regulations. The Board may reconstitute the composition of any / all the Committees, from time to time, and any such change shall be promptly communicated to the concerned Independent Director.

3. Role and Duties:

The role and duties of the Independent Directors will be those as prescribed under the Companies Act, 2013 including Rules and Regulations made there under, Guidelines / Circulars issued by SEBI / Exchanges, as modified, amended or substituted from time to time and as may be applicable. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are broadly as under:

- Director shall 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 interest of the Company and all its stakeholders;
- Director shall discharge their duties with due and reasonable care, skill and diligence;
- Director shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- Director shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates;
- Director shall not unfairly obstruct the functioning of the Board or any Committee of the Board;

- Director shall act within their authority and assist in protecting the legitimate interest of the Company, its shareholders, its employees and all other stakeholders;
- Director shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013 and obligations under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;
- Director shall not disclose any confidential/privileged information of the Company, unless such disclosure is expressly approved by the Board or required by law;

4. Remuneration:

The Independent Directors will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time in accordance with the limits prescribed under the Companies Act, 2013 and rules made thereunder. Further, the Independent Directors will not be granted any options under any Employee Stock Options Schemes of the Company.

The sitting fees payable to the Independent Directors for attending the meetings of the Board or any Committee thereof shall be as approved by the Board of Directors of the Company from time to time within the permissible limits as prescribed under the Companies Act, 2013 and rules made thereunder.

5. Reimbursement of Expenses:

In addition to the remuneration described above, the Company shall reimburse actual cost incurred for travel, hotel and other incidental expenses incurred by the directors for participation in the meeting of the Board and Committees thereof in the performance of their role and duties.

6. Code of Conduct:

The Board has put in place a Code of Conduct Policy. All the Independent Directors shall comply with the said Code.

The Independent Directors are also required to comply with Company's Code for Prevention of Insider Trading, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the relevant provision under the Companies Act, 2013.

Director's obligation to maintain confidentiality shall survive even after termination or cessation of directorship with the Company.

7. Performance Evaluation:

The performance of all the Directors and the entire Board shall be evaluated annually by the Independent Directors in a separate meeting to be held during the year. Evaluation of Independent Directors shall be done by the Board and criteria for evaluation shall be determined by the Nomination & Remuneration Committee of the Board.

The appointment / re-appointment / continuation of Independent Directors on the Board shall be subject to the outcome of the yearly evaluation process.

8. Disclosures and Conflict of Interest:

The Independent Directors, during their tenure of appointment are expected to promptly notify the Company of any change in the other Directorships and provide such other disclosures and information as may be required under the applicable laws. Upon becoming aware of any potential conflict of interest with the position of Independent Directors of the Company, they should promptly disclose the same to the Chairperson and / or the Company Secretary.

The Independent Directors, during the tenure of their appointment, should promptly provide a declaration to the Company under Section 149(7) of the Companies Act, 2013, upon any change in circumstances, which may affect the status as an Independent Director in addition to the annual disclosure.

9. Termination:

An Independent Director may resign from his / her position at any time by serving reasonable written notice to the Board of Directors.

Continuation of his / her appointment is contingent on him / her getting re-elected by the shareholders' in accordance with provisions of Companies Act, 2013, the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, from time to time in force. He / she will not be entitled to compensation if the shareholders do not re-elect him / her at any time.

The appointment of Independent Directors may also be terminated or ceased in accordance with the provisions of the laws applicable to the Company and Articles of Association of the Company from time to time in force.

10. Changes in Personal details:

During the tenure of appointment, the director shall promptly inform the Company Secretary or the Registrar of Companies in the prescribed manner of any change in address or contact details or personal details provided to the Company at the time of appointment.

11. General:

The appointment of Independent Directors is governed by and will be interpreted in accordance with Indian Law and is subject to the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any other Regulations / Circulars issued, amended, modified or replaced by the statutory bodies including Securities and Exchange Board of India, Ministry of Corporate Affairs, etc.

Note: These are the general terms and conditions of appointment of Independent Directors which are subject to modification / amendments.

*[*Terms and Conditions for appointment were revised pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 dated November 14, 2022]*
