



TERMS AND CONDITIONS OF
APPOINTMENT OF INDEPENDENT
DIRECTORS



1. TERMS OF APPOINTMENT:

- a. Appointment is for tenure of 5 Consecutive Year Subject to regularization by the Members at their Ensuing Annual General Meeting, till that time you will be regarded as Additional Independent Director.
- b. Either of the Party may discharge himself by formal resignation letter addressed to the Company.
- c. You being Independent Director will not be liable to retire by rotation.
- d. You will be abiding by the Schedule IV – Code for Independent Directors of the Companies Act, 2013 and rules made thereunder.
- e. Your re-appointment after your tenure of 5 Consecutive years will be subject to recommendation of Nomination and Remuneration Committee, Boards Approval and Approval by Shareholders by way of Special Resolution.

2. EXPECTATION OF BOARD:

- a. You may be formed part of any committee as may be required pursuant to applicable laws.
- b. You need to guide board of Directors in the matters which you are having expertise.

3. DUTIES AND RESPONSIBILITY:

- a. As members of the Board, the Independent Directors along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
 - Requirements under the Companies Act, 2013.
 - Responsibilities of the Board as prescribed by Stock Exchanges under SEBI(Listing Obligations and Requirements)Regulations, 2015.
 - Accountability under the Director's Responsibility Statement.
- b. You need to Submit a declaration in the beginning of every financial year and upon any change in Circumstances which may affect your status as an Independent Director, under section 149(7) of the Companies Act, 2013 during your tenure stating that they meet the criteria of Independence;



- c. You need to attend the meeting of board of directors and other meeting as conducted by the Company from time to time, in case you are not attending the meeting you need to intimate 48 hours prior to such meeting(s).
- d. You need to ensure that during your tenure as an Independent Director of the Company, the number of Companies in which you hold the office as a director or chairman or committee member will not exceed the limit stipulated under the Companies Act, 2013 and the Listing Regulations.
- e. You need to ensure that they do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Companies Act, 2013, during their tenure as an Independent Director of the Company.
- f. You need to give Company declaration under Section 184 of the Companies Act, 2013 regarding your interest in other entities and as and when it changes.
- g. You shall abide by the Gala Global Products Limited Code of Ethics and Business Principles to the extent applicable to Independent Directors.
- h. You shall devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as such.

4. REMUNERATION:

- a. You shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are member. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.
- b. Further, the Company may pay or reimburse to you such expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company.
