



APPOINTMENT LETTER

Date:

Name of the Director

Address

Sub: Appointment as an Independent Director

Dear _____,

I am pleased to inform you that upon the recommendation of Nomination and Remuneration Committee, the Board of Directors and Shareholders of Duroply Industries Limited ("the Company") have approved your appointment as an Independent Director. This letter sets out the terms of your appointment.

1. Appointment:

Your appointment will be for a period of five consecutive years with effect from _____ upto _____. Your appointment is not a contract of employment of the Company. Your appointment shall not be subject to rotation as per the provisions of sub-section (6) of Section 152 of the Companies Act, 2013 ('the Act').

Your appointment as an independent director of the Company was based, inter alia, on declaration by you that you comply with the conditions of independence as listed in Section 149 (6) of the Act read with relevant rules and Regulation 16 (1)(b) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

On the conclusion of the first term of appointment of five consecutive years, you may be further appointed for a term of five consecutive years subject to the approval of the Board and approval of shareholders by way of a special resolution.



2. Board Committees

You may be required to serve as a member of certain committees of the Board in line with the applicable provisions of Act and the SEBI Listing Regulations, as and when applicable.

The tasks to be accomplished by being a part of each of the above-mentioned committees shall be as per the requirements of the Act and SEBI Listing Regulations and any other additional task that the Board may deem fit.

Prior intimation shall be given regarding your appointment to any committee of the Board along with the terms of reference of the Committee. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Professional Conduct

As an Independent director, you shall:

- a. uphold ethical standards of integrity and probity;
- b. act objectively and constructively while exercising your duties;
- c. exercise your responsibilities in a bona fide manner in the interest of the Company;
- d. devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- e. not abuse your 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;
- f. refrain from any action that could lead to a loss of your independence;
- g. ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly, and
- h. assist the Company in implementing the best corporate governance practices

4. Functions, Responsibilities and Duties of Directors

The functions, responsibilities and duties will be those as prescribed under the Companies Act, 2013 including Rules and Regulations made thereunder, Guidelines/ Circulars issued by SEBI/ Exchanges, as modified, amended or substituted from time to time and as may be applicable including:



4.1 Functions

- a. To review the Company's strategy, the annual financial plan and monitor the Company's performance
- b. To review management performance
- c. To review and decide on succession planning of executive officers of the Company
- d. To advice and counsel the Management
- e. To monitor and manage potential conflicts of interests of the Management:
- f. To oversee and ensure the integrity of financial information and legal compliance.

4.2 Responsibilities

Independent directors have the same general legal responsibilities to the Company as that of any other director. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

In addition to the criteria mentioned in the previous sections for the induction of directors, the role of independent directors also includes tracking, reviewing and providing feedback on:

- a. Strategy: Independent directors to constructively contribute to the development of the Company strategy;
- b. Performance: Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;
- c. Risk: Independent directors to evaluate and ensure that financial information is accurate, and that financial controls and systems of risk management are robust and defensible;
- d. People: Independent directors responsible for determining the appropriate levels of remuneration of Whole-time directors and the process of succession planning. They also have a prime role in appointing, and, where necessary, removing senior management.
- e. Stakeholders: Independent directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.



4.3 Duties

As an Independent Director, you shall:

- a. undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company;
- b. strive to attend every meeting of the Board and of the Board committees of which you are a member;
- c. actively and constructively participate in the Board committees of the Board in which you may be a member or the Chairperson;
- d. strive to attend the general meetings of the Company;
- e. keep yourself well informed about the Company and the external environment in which it operates;
- f. ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company;
- g. ensure that the vigil mechanism of the Company is functioning adequately;
- h. within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees, and
- i. not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.

5. Remuneration:

You will be entitled to such sitting fees, if any, as approved by the Board, from time to time for every Board Meeting and Committee Meeting(s) attended by you during your term of appointment in compliance with the provisions of the Companies Act, 2013.

6. Code of Conduct of the Company and Insider Trading Code:

The Company has a well-defined Code of Conduct ensuring proper compliance with necessary regulations. Every Director is expected to abide by the Code of Conduct in complete letter and spirit. An annual affirmation of compliance is required to be provided on the same.

You shall also comply with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Code of Conduct to Regulate, Monitor and Report Trading.



DUROPLY INDUSTRIES LIMITED

7. Directors and Officers (D & O) Insurance-

The company maintains Directors & Officers Insurance Policy and you are covered under the same.

8. Resignation/ Termination

You may resign from your office by giving one month prior written notice to the Company and subject to compliance as per the Act and Listing Regulations.

If you become prohibited by law or under the Articles of Association from being an independent director of the Company, then the Company may terminate your appointment immediately.

It is a pleasure to have you on Board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Yours sincerely,

For DUROPLY INDUSTRIES LIMITED

**Sd/-
(Signatory)**

I agree to the terms and conditions as set above-

**Director
DIN-**