

Terms and conditions of appointment of Independent Directors' of  
CORDS CABLE INDUSTRIES LIMITED

**Appointment:**

1. Your appointment as a Non-Executive Independent Director on the Board of Directors is subject to the provision of Companies Act, 2013.
2. In compliance with the provisions of Companies Act, 2013, your directorship is not subject to retirement by rotation.
3. Notwithstanding other provisions of this letter, the appointment may be terminated on failure to meet the parameters of Independence as defined in Section-149(6) or on the occurrence of any event as defined in Section-167 of the Companies Act, 2013.
4. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

**Committees:**

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such committee(s) will be subject to the applicable regulations.

**Role, Duties and Responsibilities:**

Your role and duties will be those normally required of a Non-executive Independent Director under Companies Act, 2013 and the Listing Agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- I. You shall act in accordance with the company's Articles of Association.
- II. You 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.
- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

For Cords Cable Industries Ltd.

  
Director

**Works :**

(UNIT I) : A-525, E-518, 519, 520, Industrial Area Chopanki, Bhiwadi, Distt. Alwar - 301707 (Rajasthan) Tel. No. : +91-1493-516662  
(UNIT II) : SP-239, 240, 241, Industrial Area Kaharani, Bhiwadi, Distt. Alwar - 301019 (Rajasthan) Tel. No. : +91-1493-520081

- V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. You shall not assign your office as director and any assignments so made shall be void.
- VII. Any other duties as stated under Schedule IV to the Act, as in force and as may be amended from time to time.

#### Code of Conduct:

You will follow the Code of Conduct of the Company and furnish 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 including any subsidiary or associate thereof 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 of the Board.

We would also like to draw your attention to the applicability of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, which inter-alia prohibits disclosure or use of unpublished price sensitive information. You should not make any statement(s) that might risk a breach of the requirements specified under the said statute unless the same is required under any law or the same is required for the purpose of compliance of any direction, order, etc. issued/given by any judicial authority. Additionally, you shall not participate in any business activity which might impede the application of your independent judgement in the best interest of the Company

#### Status of Appointment:

The sitting fees presently paid to the Non – Executive Independent Director is Rs. 15,000/-\* per meeting of Board including Committee thereof.

You will have no entitlement to participate in any employee stock option scheme operated by the Company.

#### Disclosure of Interest:

During the Term, you agree to promptly notify the Company of any change in your Directorships and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Company.

Also, during your Term, you agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect your status as an Independent Director.

For Cords Cable Industries Ltd.



Director



### Termination / Resignation:

Your Directorship on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in the Act, your Directorship may be terminated for violation of any provision of the Code of Conduct of the Company.

You may resign from the position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board along with reason. In terms of the provisions of Companies Act, 2013, you are requested to file a copy of your resignation letter to Registrar of Companies (ROC).

### General Condition:

1. Please confirm your agreement to the above by signing and return the enclosed duplicate of this letter.
2. The term and conditions of appointment of Independent Director shall be open for inspection at the registered office of the company by any member during the normal business hours.

Yours Sincerely,

FOR CORDS CABLE INDUSTRIES LIMITED

For Cords Cable Industries Ltd.

  
Naveen Sawhney  
Managing Director  
DIN: 00893704  
C-68, Kalkaji  
New Delhi-110019

*\*Note : sitting fees is subject to change as approved by Board of Directors from time to time.*