



1. Appointment

Appointment of any Independent Director will be for an initial term up to 5 years unless terminated earlier or extended, as per the provisions of this letter or applicable laws ("**Term**").

An Independent Director will not be liable to retire by rotation.

Re-appointment at the end of the Term shall be based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Board and the shareholders. Re-appointment would be considered by the Board based on the outcome of the performance evaluation process and by continuing to meet the independence criteria.

2. Board Committees

2.1 As advised by the Board, during the tenure of office, Independent Director be required to serve on one or more of the Committees of the Board established by the Company.

2.2 Currently, the Board has three Committees: Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for Committee members. The Chairperson of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the Committee meetings. The quorum for meetings is either two members of the Committee or one-third of the members of the Committee, whichever is higher.

3. Role, duties and responsibilities

A. As member of the Board along with the other Directors, the Independent 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 outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement,
- Accountability under the Director's Responsibility Statement,
- Overseeing the maintenance of high standards of values and ethical conduct of business,



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- bringing an independent judgment to bear on the Board's deliberations, taking proper and sufficient care in the preparation of the annual accounts, following accounting standards, selecting accounting policies, maintaining adequate accounting records, laying down internal financial controls, meeting the criteria of an independent director in relation to a company.
 - acting in accordance with the articles of the company, acting in good faith in order to promote the objects of the company, exercising duties with due and reasonable care, skill and diligence, exercising independent judgment without direct or indirect interest that conflicts with the interest of the company, not achieving any undue gain or advantage etc.,
 - Overseeing the Company's contribution to enhancing the quality of life of communities,
- B. The Independent Directors shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in Clause 49 of the Listing Agreement. For ready reference, the relevant provisions have been extracted and attached to this letter as Annexures.
- C. The Independent Directors will also be responsible for providing guidance in the area of their expertise.

4. Time Commitment

Considering the nature of the role of a director, it is difficult for a company to lay down specific parameters on time commitment. However, the Independent Directors will devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

5. Remuneration

The compensation of the non-executive/independent Directors will be approved at a meeting of the full Board. The total compensation payable to the entire group of non-executive/independent Directors is limited to a fixed amount per year determined by the Board. This amount shall not exceed 1% of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013.

6. Code of Conduct

As an Independent Director of the Company, agree to comply with the Code of Conduct for Non-Executive Directors (NEDs). For your reference, the Code of Conduct for Non- Executive Directors is outlined below:

REGD. OFF : 1501, Maker Chambers V, Nariman Point, Mumbai - 400 021. (India)
TEL. : (9122) 6611 5800 (100 Lines), FAX : 2282 6439
E-mail : solidgranites@gmail.com / solidstone@solid-stone.com
www.solid-stone.com
ROC - CIN : L26960MH1990PLC056449



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- Non-Executive Directors of a Company will always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and his/ her role therein,
- Non-Executive Directors will comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities,
- Non-Executive Directors will safeguard the confidentiality of all information received by them by virtue of their position.

Unless specifically authorised by the Company, shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors and importers.

Obligation of confidentiality shall survive termination or cessation of the directorship with the Company.

7. Induction and Development

The Company shall, if required, conduct formal induction program for its Independent Directors which may include any or all of the following:

- Board roles and responsibilities, whilst seeking to build working relationship among the Board members
- Company's vision, strategic direction, core values, ethics and corporate governance practices,
- Familiarization with financial matters, management team and business operations,
- Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

8. Performance Appraisal / Evaluation Process

As a member of the Board, performance as well as the performance of the entire Board and its Committees shall be evaluated annually. Evaluation of each director shall be done by all the other directors. However, the actual evaluation process shall remain

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confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

9. Disclosures, other directorships and business interests

During the Term, the Independent Directors will promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. The Independent Directors, upon becoming aware of any potential conflict of interest with their position as Independent Director of the Company, shall promptly disclose the same to the Chairman and the Company Secretary.

10. Termination

The Independent Directors, 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 2013 Act, the directorship may be terminated for violation of any provision of the Code of Conduct as applicable to Non-Executive Directors.

The Independent Directors may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified in the notice, whichever is later.

If at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the 2013 Act or, if applicable, fail to meet the criteria for "independence" under the provisions of Clause 49 of the Listing Agreement, the Independent Directors will promptly submit their resignation to the Company with effect from the date of such change.