



Terms and conditions of appointment of Independent Directors of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Terms and conditions of appointment of Independent Directors:

TERM OF OFFICE

In accordance with the provision of the Companies Act, 2013 and other applicable laws, Independent Directors have been appointed as a Non-executive Independent Director of **ATLANTA ELECTRICALS LIMITED** for a period of five years with effect from 10th January, 2025.

They shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and the listing Agreement.

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

Their terms of appointment should be construed as defined under the Companies Act, 2013 and the listing Agreement.

COMMITTEES

The Board of Directors (the Board) may, if it deems fit, invite them to serve on one or more of the Board Committees. Their appointment on such Committee (s) will be subject to applicable regulations and charter of the respective committee.

EXPECTATIONS OF THE BOARD

- **Time Commitment:** They are expected to bring objectivity and independence of view to the Board's discussions and to help in providing the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. Whereas other Committees like Audit Committee, Nomination and Remuneration Committee, Risk Review Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility

Committee meetings are also ordinarily convened four times in a year or as may be decided from time to time. They will be expected to attend Board, Board Committees to which they may be appointed and Shareholders meetings and to devote such time to their duties, as appropriate for them to discharge duties effectively.

- **Disclosure of Interest:** They should give us required disclosure as prescribed under the status. The Company Secretary will co-ordinate with you for getting such disclosures from time to time. Independent Director is required to furnish us the annual declaration that he/she meet the criteria of Independence as per Companies Act, 2013 and listing agreement. Further update promptly, wherever there is change in circumstance which may affect status of Independence.
- **Confidentiality:** Independent Director must apply the highest standard of confidentiality and not disclose to any person or Company, whether during the course of Appointment or at any time after termination, any confidential information concerning the Company and any group Companies with which he/she come into contact by virtue of your position.

ROLE, RESPONSIBILITIES AND DUTIES ALONG WITH ACCOMPANYING LIABILITIES

As a Non-Executive Independent Director of the Company, Independent Director shall act in accordance with the provisions of the Companies Act, 2013, the listing agreement and in accordance with the Articles of Association of the Company.

The fiduciary duties of Non-Executive directors are as under:

- 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 interests of the company, its employees, the shareholders, the community and for the protection of environment.
- Exercise duties with due and reasonable care, skill and diligence and exercise independent judgment.
- Not involve in a situation where there is a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- Not achieve or attempt to achieve any undue gain or advantage either to himself or to your relatives, partners, or associates
- Not to assign your office as Director.

In addition to the above, the role of the Non-Executive Independent Director has the following key elements:

Strategy: Independent Director will constructively contribute in the development of the Company strategy.

Performance: Independent Director should scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

Risk: Independent Director should satisfy yourself that financial information is accurate and that financial controls and systems of risk management are robust and defensible.

People: Independent Director should determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

FEES AND REMUNERATION

You shall be paid remuneration by way of Commission as approved by the Board from time to time. The remuneration is as under:

Rs. 14,00,000/- (Rupees Fourteen Lakhs) per annum, or such other sum as the Board may determine from time to time, by way of commission, however it shall not exceed 1% (one percent) of the Net Profits of the Company in any financial year in the aggregate for attending all Board and Committee meetings on quarterly basis.

REIMBURSEMENT OF EXPENSES

In addition to fees and remuneration described above, the Company shall reimburse the traveling, hotel, out of pocket and other incidental expenses incurred in performance of your roles and duties.

CODE OF ETHICS AND BUSINESS CONDUCT

The Company has formulated and adopted a “Code of Ethics and Business Conduct” for all the Board members, senior officers and employees. The Code of Conduct is also posted on



the Company's website. Independent Director shall annually affirm, in writing, the compliance with the code.

TRAINING SESSIONS

The Company shall from time to time provide suitable training sessions to familiarize with the company, including briefing from the management, nature of the industry in which the company operates, business model of the company, etc.

EVALUATION OF BOARD

As a Non-Executive Independent Director, you should strive to hold and attend one meeting of the independent directors in a year, without the presence of Non- Independent Directors and member of the management team with the sole objective of:

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further each Non-Executive Independent Director appointment or re-appointment is subject to yearly evaluation process adopted by the Board.

RESIGNATION

Independent Director may resign any time from the position of Non-Executive Independent Director by a written notice. It is desirable that he/she inform Chairman in advance of his/her intention to resign or not to seek re-appointment which will help Atlanta Electricals Limited to fill the vacancy.

JURISDICTION AND GOVERNING LAW

The appointment and the terms hereunder are governed by the laws of India, and subject to jurisdiction of Courts in Anand.