

**HINDWARE HOME RETAIL PRIVATE LIMITED**

Regd. Office: 2, Red Cross Place, Kolkata-700 001

CIN: U51109WB2005PTC106307

www.evok.in

+91- 33- 2248 7406

Date:

To

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Sub.: **Appointment as an Independent Director of Hindware Home Retail Private Limited (the Company)**

Dear -----,

We are pleased to inform you that the Board of Directors in their meeting held on ----- have appointed you as Additional Director of the Company and you will hold the office as Additional Director till forthcoming Annual General Meeting. It is further informed that your appointment as Independent Director has been recommended to the shareholders in the forthcoming Annual General Meeting of the Company. The terms of the Appointment, which shall in any event be subject to the Companies Act, 2013, are set out below.

**Tenure of appointment**

Subject to the detailed terms of this letter, your appointment will be for a term upto Five (5) years as per the requirement of Section 149 of Companies Act, 2013 subject to approval by the shareholders at the forthcoming Annual General Meeting.

**Expectations of the Board/Role and functions**

You as an independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;

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- (7) 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;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **Duties**

You will devote such time to discharge your duties as an **Independent Director** as specified in Code of Independent Director under Schedule IV as reproduced below:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- (4) participate constructively and actively in the committees of the Board in you are a member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

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**Board-level Committee(s)**

You have also been appointed on the following Committees of the Board:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Corporate Affairs Committee

(This is subject to modification/amendment)

**Code of Conduct**

During the Appointment you are required to comply with the Company's Code of Conduct and such other requirements as the Board of Directors may from time to time specify.

**Actions not to be undertaken**

During your tenure as Independent Director on the Board of Company you shall not:

- indulge into Unethical practices
- accept any extraneous considerations that will vitiate the exercise of objective of independent judgment
- 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;
- indulge in any action that would lead to loss of your independence;

**Fees**

You will be paid sitting fee for your services as an Independent Director as per the provisions of Section197(5) and rules thereof and such fee to be inclusive of any fees for membership of Board committees.

**Other directorships and business interests**

The Company acknowledges that you have disclosed your business interests other than those of the Company and that there are no conflicts that are apparent at present.

**Confidentiality**

You must apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination), any confidential information concerning the Company which has come to your possession by virtue of your position as Independent Director.

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**Review process**

Your performance as Independent Director will be reviewed annually by the Board of the Company excluding you.

**Publication of the letter of appointment**

In line with provisions of Code of Independent Director under Schedule IV as specified in Companies Act, 2013, the Company will make public this Letter on its website and will also be open for inspection at the registered office of the Company by any member.

**General**

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with Companies Act, 2013.

Please confirm your agreement to the above by signing and returning to us the enclosed duplicate of this Letter.

Yours sincerely,

For **Hindware Home Retail Private Limited**

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**Director**

I have read and agree to the above terms regarding my appointment as an Independent Director of **Hindware Home Retail Private Limited.**

Date: \_\_\_\_\_