



FOCUS INDUSTRIAL RESOURCES LIMITED

TERMS & CONDITION FOR APPOINTMENT FOR INDEPENDENT DIRECTORS

1. Terms of Appointment:

The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/ her appointment. Independent Director is not liable to retire by rotation. Appointment of every independent director shall be approved by members' of the Company.

An Independent Directors will serve for not more than two terms of five years each on the Board of the Company subject to the maximum tenure of ten years as prescribed under the Companies Act, 2013. Appointment for the second term as an Independent Director shall be based on the recommendation of the Nominations & Remuneration Committee of the Board and subject to approval of the Board of Directors (the 'Board') and of the Shareholders by way of special resolution.

The re-appointment would be considered by the Board based on evaluation of the performance and further subject to satisfying the requisite criteria of Independence as specified in the Companies Act, 2013. The appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013.

The term Independent Director should be construed as defined under the Companies Act, 2013

2. Membership of Committees:

As advised by the Board, during the tenure of their office, they may be required to serve on one or more of the Committees of the Board constituted by the Company. Upon their appointment as Member/Chairman to any one or more of such Committees, they will be provided with the Committee's terms of reference and any specific responsibilities.

3. Roles, Duties and Responsibilities:

- A. As member of the Board, they along with the other 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 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015,
 - Accountability under the Director’s Responsibility Statement,
 - Overseeing the maintenance of standards of the Company’s values and ethical conduct of business,
 - Overseeing the Company’s contribution to enhancing the quality of life of communities,
- B. They shall abide by the “Code for Independent Directors” as outlined in Schedule IV to Section 149 (8) of the Companies Act, 2013, and duties of Directors as provided in the Companies Act, 2013 (including Section 166) and obligations of Independent Directors as outlined in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- C. They will also be responsible for providing guidance in the area of their expertise.

4. Disclosures, other directorship and business interests:

During the Term, they agree to 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. They also agree that upon becoming aware of potential conflict of interest with their position as Independent Director of the Company, they shall promptly disclose the same to the Board of Directors of the Company.

- ***Declaration of Independence:***

To satisfy all the criteria of being ‘Independent’ throughout the tenure on Board of the Company both as per the requirements of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time). In this regard, a declaration on an annual basis has to be submitted to the Board of the Company confirming that the requirements of Independence are being met. If at any point of time there is any change in the circumstances which may affect the status of Independent Director, the same has to be brought to the notice of the Board immediately.

5. Sitting fee:

As an Independent Director they shall be paid sitting fees as fixed by the Board from time

to time for attending the meetings of the Board and the Committees of which they are a member.

6. Termination:

Their Directorship on the Board of the Company shall terminate or cease in accordance with law.

They may resign from the Directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. In terms of the provisions of the Companies Act, 2013 they are required to file a copy of their resignation letter with the Registrar of Companies.

If at any stage during the Term, there is a change that may affect their status as an Independent Director as envisaged in Section 149 (6) of the Companies Act, 2013, they agree to promptly submit their resignation to the Company with effect from the date of such change.

7. Governing Law

The appointment and the terms hereunder are governed by the laws of India.

