



## **EMMSONS INTERNATIONAL LIMITED**

### **Subject: - Appointment as an Non Executive Director (Independent Director)**

- Term of appointment: -** Your appointment as Non Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
- In compliance with the provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
- You may be appointed as a Non executive Independent Director for a period of Five Year (Subject to the approval of Shareholders).
- Time Commitment:-** As a Non Executive Independent Director you are expected to bring objectivity and independence of view to the Board discussion's and to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management.
- Expectation of the Board: -** As an Independent Director the Board of Directors expects from you to bring an Independent Judgment on the issue of strategy, performance risk management, resources, key appointment and standards of conduct.
- Bring an objective view in the evaluation of the performance of Board and management of the company.
- Scrutinize the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance.
- Satisfy yourself on the integrity of financial information
- Safeguard the interest of the stakeholders, particularly minority shareholders.
- Balance the conflicting interest of stakeholders
- Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management.
- Prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.



## **EMMSONS INTERNATIONAL LIMITED**

Moderate and arbitrate in the interest of the company as a whole in situations of conflict between management and shareholder's interest.

### **Role and Fiduciary duties: -**

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

Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company.

Seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts.

Strive to attend all meeting of the Board and committees in which you are a member

Strive to attend the General Meetings of the company.

Keep yourself well informed about the company and the external environment in which it operates.

Pay sufficient attention and ensure the adequate deliberations are held before approving related party transactions and ensure yourself that the same are in the interest of the Company.

Report concern about unethical behavior, actual or suspected fraud or violation of the company's code of conduct.

### **Code of Business Ethics: -**

Act objectively and constructively while exercising your duties.

Exercise your responsibility in a bona fide manner in the interest of the company.

Devote sufficient time and attention to your professional obligations for informed and balance decision making

Immediately inform the Board when the circumstances arise which makes you to lose your independence.



## **EMMSONS INTERNATIONAL LIMITED**

Assist the company in implementing the best corporate governance practices.

**List of actions should not do:-** Abuse your position to detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage for any associated person.

Refrain from any action that would lead to loss his independence.

Unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board.

Disclose confidential information, including commercial secrets, technologies, advertising and sales promotion, plans unpublished price sensitive information.

**Confidentiality:-**

All the information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to the third parties without prior clearance from the Chairman unless required by law or rules of stock exchange or regulatory body.

**Remuneration/Sitting Fee:-** Rs. 20,000 (Each meeting of Board/Committee)