



Date: 31<sup>st</sup> May, 2022

To

Smt. Pravin Tripathi  
D-243, Anupam Gardens, Neb Sarai,  
Sainik Farms, New Delhi – 110068.

Subject: Appointment as the Additional Director in the category of Independent Director on the Board of Directors' of the Kamdhenu Limited (the '**Company**').

Dear Madam,

We are pleased to inform you that in terms of Section 149 and 161 of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company in their meeting held on May 30, 2022 has appointed you as an Additional Director in the category of Independent Director on the Board of the Company with effect from May 30, 2022 for a period of 5 (Five) consecutive years (i.e. w.e.f May 30, 2022 upto May 29, 2027), subject to the approval of Shareholders in the ensuing 28<sup>th</sup> Annual General Meeting of the Company.

This letter of appointment setting out the terms and conditions thereof, is being issued to you, in terms of Clause IV (4) of Schedule IV to the said Companies Act, 2013 (the '**Act**').

**A. Preliminary**

As an Independent Director, you shall:

1. submit a declaration at the beginning of every Financial Year under Section 149 (7) and 150 of the Companies Act, 2013 ("**Act**") read with rules made thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('**SEBI Listing Regulations**'), stating that you meet the criteria of Independence and also to the effect that you are not debarred for holding office of Director by the order of Securities and Exchange Board of India and Ministry of Corporate Affairs or any other Statutory or Competent Authority .
2. promptly notify the Company of any change in directorships including any changes under the Chairpersonship/ Memberships of various committees of Board and also provide such other disclosures and information as may be required under the applicable laws.
3. be requested to serve on one or more Committees of the Board established by the Company as per its terms of reference. Upon induction as Chairperson/Member to any one or more Committees, the appropriate Committee charter will be provided which sets out the functions of that Committee.
4. ensure for promptly notifying the Chairman or Company Secretary of the Company about any disqualifications, occurred during the tenure as Independent Director which could affect for holding office of Director in terms of the provisions of Section 164 of the Act and also notify about any changes regarding the validity of registration certificate of Independent Director issued by Indian Institute of Corporate Affairs (**IICA**), specifying your enrolment in data bank maintained by IICA.

5. ensure compliance with the provisions of the Act and the SEBI Listing Regulations including the circulars issued by SEBI and MCA from time to time, as applicable to Independent Directors.

6. In the event that your circumstances seem likely to change and which give rise to a conflict of interest or, when applicable, circumstances that might lead effect your independence or any circumstance which may lead the Board to revisit its judgment that about criteria of independence, the same may be disclosed promptly to the Chairman of the Company.

#### ***B. Term***

Presently, the term is upto the date of ensuing 28<sup>th</sup> Annual General Meeting of the Company. Thereafter, subject to the approval of Shareholders in the ensuing 28<sup>th</sup> Annual General Meeting, your terms shall be for a 5 consecutive years, which would be effective from May 30, 2022 to May 29, 2027.

#### ***C. Code of Conduct, Duties and Responsibilities***

As an Independent Director, you shall be;

1. abide by the Company's Code of Ethics and Business Principles and other Codes as applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company.
2. abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Section 166 and other applicable Section of Companies Act, 2013 and also mentioned in Schedule IV of the Companies Act, 2013.
3. not holding any office as a Director or otherwise in any competing firm/entity.
4. expected to discharge your functions and responsibilities with utmost sincerity, diligence and honesty and shall at all points of time during your tenure, ensure that you do not enter into any relation pecuniary or otherwise with the Company, its subsidiaries and associate companies or its/ their promoters/ directors as creates a conflict of interest thereby impacting the discharge of your functions and responsibilities with integrity, in a fair, unbiased and independent manner.
5. expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices and also expected to:
  - a) take decisions objectively and solely in the interests of the Company;
  - b) facilitate Company's adherence to high standards of ethics and corporate behaviour;
  - c) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
  - d) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
  - e) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

#### ***D. Performance Evaluation***

During the tenure as Independent Director, your performance as well as criteria of Independence shall be evaluated by the Board of Directors from time to time in terms of the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations. Further your re-appointment or extension of term and remuneration including sitting fees will be decided by the Board on the recommendation of Nomination and Remuneration Committee, pursuant to a performance evaluation carried out by the Board.

#### ***E. Remuneration***

As an Independent Director, the annual remuneration as may be decided by the Board of Directors and Shareholders, if required during the tenure, shall be as under:

1. Sitting fees for attending each meeting of the Board and the Committees thereof, as may be determined by the Board from time to time, and
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Independent Director meeting, Committee meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. You will not be entitled for any stock options.

#### ***F. Insurance***

The Company will take an appropriate Directors' and Officers' liability Insurance Policy and pay the premium for the same. It is intended that the Company will assume and maintain such insurance cover for the full term of your appointment, subject to the terms of such policy in force from time to time. A copy of the policy document will be supplied on request.

#### ***G. Training***

The Company, shall, if required, conduct training programs, from time to time, as deemed fit for its Independent Directors which may include any or all of the following:

- i) Board roles and responsibilities, whilst seeking to build working relationship among the Board members,
- ii) Company's vision, strategic direction, core values, ethics and corporate governance practices,
- iii) Familiarization with financial matters, management team and business operations Growth Plans, the peculiarities of the Industry in which the Company operates its goals and expectations and long term plans and objectives. Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company, as may be required, may 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.



#### **H. Miscellaneous**

As the member of Board of Directors, by virtue of position you shall have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), ("**Confidential Information**"). Accordingly, we require the best efforts to safeguard the confidentiality of all the information received and to not disclose to any third party, such Confidential Information.

If any Confidential Information is required to be disclosed by virtue of position, in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be made, to the extent possible, with the prior consent of the Board.

#### **I. Governing Law**

As an Independent Director, your appointment shall at all times, be governed by the relevant provisions of the Companies Act, 2013 and the Rules framed thereunder and Regulation 25 and other Regulations of the SEBI Listing Regulations and other applicable laws of India.

#### **J. Relationship**

The appointment constitutes neither a contract for services nor a service contract. There will be no relationship of employer and employee as a consequence of appointment as an Independent Director of the Company.

Looking forward to your continued support and guidance. Kindly acknowledge the receipt and convey your acceptance.

Yours faithfully,

**For Kamdhenu Limited**

Sd/-  
**(Satish Kumar Agarwal)**  
Chairman & Managing Director

Agreed and Accepted:

Sd/-  
**(Pravin Tripathi)**  
DIN: 06913463