



**AMCO**  
AMCO INDIA LTD.

CORPORATE OFFICE :

C-53-54, SECTOR-57, PHASE-III,

DISTT. GAUTAMBUDH NAGAR,

NOIDA - 201307 ( U. P. )

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Manufacturers of PVC Films & Sheetings

## TERM AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Dear Sir,

**Sub:** Appointment of Non-Executive Independent Director under Companies Act, 2013.

We are pleased to inform you that the Board of Directors and members of Amco India Limited has approved your appointment as Non-Executive Independent Director ('Independent Director') of the Company as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company and the Listing Agreements entered with Stock Exchanges.

### **I. APPOINTMENT:**

- a. Your appointment as a Non-Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
- b. The term Independent Director should be constructed as defined under the Companies Act, 2013 and the Listing Agreement.
- c. In terms of the provisions of Section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.

### **II. BOARD/COMMITTEES:**

- a. The Board of Directors may invite you to serve on one or more of the Board committees including the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committees. Your appointment on such Committee(s) will be subject to the applicable regulations.
- b. The Board may constitute/reconstitute the said Committees from time to time and such changes shall be communicated to you promptly.

### **III. TIME COMMITMENT:**

- a. As a Non -Executive Independent Director you are expected to bring objectivity and Independence of view to the Board's discussions and to help provide 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.
- b. You will be expected to attend meetings of the Board, Board Committees to which you may be appointed as member and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.
- c. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.



AN ISO 9001 : 2008 COMPANY

#### **IV. ROLE AND DUTIES:**

- a. You shall act in accordance with the Company's Articles of Association.
- b. You shall 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 interest of the Company.
- c. You shall discharge your duties with due and reasonable care, skill and diligence.
- d. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts with the interest of the Company.
- e. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

#### **V. PAYMENT OF REMUNERATION:**

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

#### **VI. CONFIDENTIALITY:**

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

#### **VII. EVALUATION:**

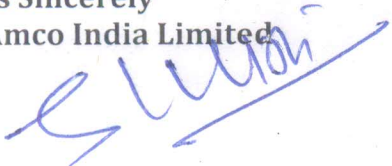
The Company will carry out an evaluation of the performance of the Board as a Whole, Board Committees and Directors on an annual basis.

#### **VIII. PUBLICATION OF THE LETTER OF APPOINTMENT:**

In line with the provisions of clause IV of sub clause 6 of Schedule IV, the Company will make public the terms and conditions of your appointment and will also arrange for it to be displayed on the Company's website.

The Independent Director of the Company, kindly confirm your acceptance to these terms & conditions in regard of your appointment.

**Yours Sincerely**  
**For Amco India Limited**



**Surender Kumar Gupta**  
**Chairman & Managing Director**