

TERMS OF APPOINTMENT OF INDEPENDENT DIRECTOR

1. Terms of appointment:

- 1.1. The term of your office as an Independent Director (ID) is upto _____, and you shall be eligible for appointment of one more term of 5 (five years), subject to compliance of other conditions and the approval of the shareholders of the Company;
- 1.2. You are aware of the maximum permissible directorships that one can hold as per the provisions of the Act and the Listing Regulations, 2015 and we hope that this appointment will be within those limits;
- 1.3. This directorship is not subject to retirement by rotation during the term, as per the relevant provisions of the Act;
- 1.4. In case, you may have to resign from your directorship in the Company for any reason or pursuant to any of the provisions of the Act or any of the applicable Law or the Articles of Association of the Company or you may be required to vacate the office of directorship, it can be done at any time by you giving a letter of resignation. While forwarding your intention to resign or not to seek re-appointment, it will be preferable if you give the Chairman reasonable time so that the Company can plan suitable succession to the Board;
- 1.5. Your performance evaluation as an ID shall be reviewed by entire Board during your tenure with the Company in accordance with the processes agreed by the Board from time to time and on the basis of the report of performance of evaluation, it shall be determined whether to extend or continue the term of your appointment as an ID.

2. The expectations of the Board from the appointed Director:

The commitments that are expected from you as an ID in relation to your functions are as follows:

- 2.1. As an ID, you are expected to devote such time as necessary for the proper performance of your duties and balanced decision making and also to involve in a number of Board and Committee meetings each year;
- 2.2. You should satisfy that the financial information is accurate and that financial controls and systems of risk management are robust and defensible;



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- 2.3. You should strive to attend all the scheduled quarterly Committee Meetings, Board Meetings, General Meetings and other meetings;
- 2.4. You should strive to hold and present in at least one meeting in a year without the presence of Non-Independent Directors (N-ID) and members of management with the sole objective of:
 - a) reviewing the performance of N-ID and the Board as a whole;
 - b) reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
 - c) assessing the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- 2.5. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

3. Appointment in Board-level Committees and its tasks:

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Currently, the Company has established the following Committees:

(A) Audit Committee:

The Audit Committee is vested with the powers, which should include the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of the financial statement and the auditors' report thereon;
4. Approval or any subsequent modification of transactions of the Company with related parties etc. as mentioned in Section 177 of the Act, 2013 and the Listing Regulations, 2015.

(B) Nomination and Remuneration Committee:

This Committee is vested with the powers to identify, review, and recommend to the Board new IDs, Executive Directors, Non-Executive Directors and who may be

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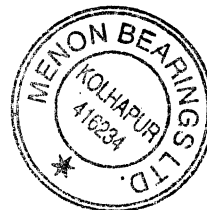
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appointed in senior management and their remuneration as mentioned in Section 178 of the Act, 2013 and the Listing Regulations, 2015.

(C) Stakeholders' Relationship Committee:

1. This Committee is vested with powers to consider and resolve the grievance of the security holders of the Companies mentioned in Section 178 of the Act, 2013 and the Listing Regulations, 2015.
4. **The fiduciary duties that come with such appointment along with accompanying liabilities:**
 - 4.1. As a director you should undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;
 - 4.2. You shall disclose interest in any of the contract or arrangements and also disclose the interest on periodical basis as required under law;
 - 4.3. As a director of the Company, you will have all legal duties and obligations under the Act and the Listing Regulations, 2015, including attendance at Board Meetings, Annual General Meetings, Meetings of IDs and such other additional duties, as may be assigned to from time to time;
 - 4.4. You shall not engage in Insider Trading activities;
 - 4.5. You will be required to serve on such Committees, as the Board may request including but not limited to Audit and/or Nomination and Remuneration and/or Stakeholders Relationship and/or such other sub-committees of directors. In addition, you will be expected to devote appropriate time for preparation and for travel, ahead of each meeting;
 - 4.6. The Board will constitute, assign and fix terms of service for Committee Members. The frequency of the Committee meetings and the quorum for such meetings will be governed by the applicable provisions of the Act and the Listing Regulations, 2015. Recommendations of the Committees will be submitted to the Board for approval;
 - 4.7. You are expected to perform your duties, whether statutory, fiduciary or common law diligently to a standard commensurate with both your functions and duties & your skills, experience and knowledge;



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- 4.8. As a director of the Company, you have to familiarize yourself with the relevant directors' duties, roles and responsibilities as set out in the Code for Independent Directors under Schedule IV of Act. (**Annexure I**);
- 4.9. As an ID, your liability will be in respect of such acts of omission or commission by the Company, which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.
- 4.10. By accepting this appointment, you are deemed to have confirmed that any other position you hold including your directorships in other organizations will not give rise to any 'conflicts of interest' in relation to your appointment as an ID of the Company. Should you become aware of any conflict or potential conflict during the period of your appointment, you are expected to notify the same to the Board from time to time.
- 5. The Code of Business Ethics that the Company expects its directors and employees to follow:**
1. You will be required to abide by Code of Conduct for prevention of Insider Trading for Senior Management Personnel, including directors and Code of Conduct as per Listing Regulations, 2015, besides Code for Independent Directors, as issued by the Company.
- 6. The list of actions that a director should not do while functioning as such in the company:**
- You shall not -
- misuse the information in your possession for personal gains;
 - engage in any ways (both directly or indirectly) with the competitors;
 - in any way indulge in activities which may be construed as conflict of interest;
 - break any law of the land or indulge or provoke the co-directors or employees to do the same; and
 - enter in to any contract or arrangements wherein you are directly or indirectly interested.

The above list is only indicative and not exhaustive.

7. Directors' fees / remuneration:

- 7.1. A sitting fee will be paid to you for each meeting of the Board as well as the Committee attended by you, as per the provisions of Section 197 of the Act 2013 and the AoA, as may be fixed by the Board from time to time;



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- 7.2. You will be entitled to claim reimbursement of all your travelling, hotel and other incidental expenses incurred by you in performance of your duties, as per the provisions of the Act 2013;
- 7.3. IDs are not entitled to any 'stock option' and will not be covered by any pension scheme;

8. Disclosures:

- 8.1. You will have to submit such information in the prescribed forms periodically to the Board as may be required from time to time;
- 8.2. You will be required to disclose to the Company your interests and any matters (excluding those matters, which may be subject to legal professional privilege), which affect your independence; and
- 8.3. You will be required to give a declaration that you meet the criteria of independence every financial year, as provided under Section 149 of the Act 2013 in the prescribed format. (Annexure II)

9. Familiarization Program:

The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

- 9.1. The Company shall through its Senior Managerial personnel familiarize the Independent Directors with the strategy, operations and functions of the Company.
- 9.2. The Independent Directors will also be familiarized with their roles, rights and responsibilities.
- 9.3. In general the familiarization program for the Independent Directors on induction shall be as under:
 - 9.3.1. Familiarization with Roles, Rights & Responsibilities of Independent Directors;
 - 9.3.2. Business Overview and an outline of Business Plan and Annual Targets;
 - 9.3.3. Overview of Business Development initiatives;
 - 9.3.4. Operations Overview;
 - 9.3.5. Financial Performance, Budget & control processes; and
 - 9.3.6. Orientation on Statutory Compliances as a Board Member.
- 9.4. In addition to the above, the Independent Directors will be periodically updated on the developments in the Company, its performance etc.

10. Acceptance of Appointment:

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.



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