

BDH
INDUSTRIES LTD.

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The following are the terms and conditions for the appointment of Independent Directors of the Company (1) Mr. A.V. Menon (2) Dr. Dinesh Variar (3) Mr. Bhagirath Singh Sihag.

A) Preliminary

The Independent Director should submit a declaration at the beginning of every financial year under section 149(7) of the Companies Act 2013 ("Act") stating the criteria of independence, ensure that the number of companies in which they hold office as a director or a committee member cannot exceed the limit stipulated under the Act and the Listing Agreement, ensure that the director does not get disqualified pursuant to the provision of section 164 of the Act and ensure the compliance with other provisions of the Act and Listing Agreement.

B) Term

In accordance with the provisions of the Act, the independent directors shall serve for five consecutive years till 31st March, 2019. The re-appointment is subject to the approval of shareholders at the Annual General Meeting of the Company to be held in year 2018.

C) Committees

The three Independent Directors are appointed for the following Committees of the Board

- 1) Audit Committee
- 2) Remuneration Committee

D) Code of Conduct

1. The Independent Directors shall abide by the Code of Conduct applicable to the Board of directors.
2. The Independent Directors shall abide by the guidelines of professional code, role, functions and duties as provided in Schedule IV of the Companies Act, 2013.
3. The Independent Directors shall not hold office as director or any other office in competing firm/entity.
4. The Independent Directors shall stay updated on how best to discharge their roles, responsibilities and duties and liabilities under applicable laws including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.



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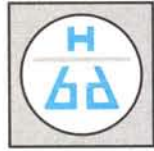


ISO 9001:2008

Nair Baug, Akurli Road, Kandivli (E), Mumbai-400 101. INDIA.

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CIN : L24230MH1990PLC059299



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5. The Independent Directors shall take decisions objectively and solely in the interests of the Company, facilitate Companies adherence to high standards of ethics and corporate behavior, guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any, and managing potential conflicts of interest of Management, Board members and Stakeholders, including misuse of corporate assets and abuse in related party transactions, ensuring the integrity of the Company's accounting and financial reporting systems, for risk management systems, financial and operational control and compliance with the law and relevant standards.

E) Performance Evaluation

The Re-appointment or extension of term of Independent Directors will be pursuant to a performance evaluation carried out by the Board.

F) Remuneration

The Independent Directors shall be entitled to sitting fees for attending the Board and Committees Meetings from time to time.

G) Training

The Independent Directors shall be entitled to benefit of a training program to familiarize themselves with the business and affairs of the Company, growth plans, the peculiarities to the industry in which the company operates, its goals and expectations and long term plans and objectives.

H) Miscellaneous

The Independent Directors shall have access to confidential information, whether or not the information is marked as confidential, 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. The independent directors are expected not to disclose confidential information.

If any confidential information is required to be disclosed in response to any summons or in connection with any litigation or in order to comply with any law, order, regulation or ruling, then such disclosure should be, to the extent possible, with the prior consent of the Board.



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