

DEEPAK SPINNERS LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter known as Listing Regulations), the Independent Directors of the Company have been appointed on the terms and conditions mentioned hereinafter.

The terms and conditions of appointment of aforesaid Independent Directors shall be governed by the applicable provisions of the Companies Act, 2013 and rules made there under, read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I) TERMS AND CONDITIONS OF APPOINTMENT:

1. The initial appointment is for a continuing period of 5 years on non-rotational basis.
2. Unless decided otherwise, Independent Directors will be paid such sitting fees for each meeting of the Board and each Committee thereof and such commission on profit as may be recommended by the Nomination and Remuneration Committee and approved by the Board from time to time in terms of provisions of Section 197 of the Companies Act, 2013 and Rules made there under.
3. Independent Directors will have no entitlement to any bonus during the appointment and no entitlement to participate in any share scheme and no stock options will be issued to them by the Company.
4. In addition to the fee described in 2 above, the Company will reimburse them for all reasonable and properly documented expenses they may incur in performing their role. They may submit any details of expenses incurred to the Company Secretary.
5. Both the Company and Independent Directors shall abide by the Code of Independent Directors specified in Schedule IV

to the Companies Act, 2013, a copy of which is given to them for their perusal and appropriate action.

II) PERFORMANCE REVIEW PROCESS

The performance of individual Director and the whole Board and its Committees shall be evaluated by the Nomination and Remuneration Committee. If, in the interim, there are any matters arising in connection with their role as Non-Executive Independent Directors which cause them concern, they may discuss with the Company as soon as appropriate.

III) OTHER DIRECTORSHIPS AND BUSINESS INTEREST

1. The Company acknowledges that the Independent Directors may have business interest other than those of the Company and that they may have declared any conflicts that are apparent at present. In the event that they become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and Company Secretary as soon as they become apparent.
2. During the appointment, Independent Director may inform the Company immediately on accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with their current position in the Company.

IV) LEGAL COMPLIANCES

1. During the appointment, Independent Directors will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, requirements under Companies Act, 2013 including 'Code for Independent Directors', Insider Trading Code, Corporate Governance and such other requirements as the Board of Directors may from time to time specify.
2. In terms of Section 149(7), at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as an Independent Director; Independent Directors shall

give a declaration to that effect confirming that they meet the criteria of independence as provided in section 149(6).

3. In accordance with Listing Regulations, the Company has adopted 'Code of Conduct and Ethics' for Directors and Senior Management Personnel, which is also available on Company's website, and requires adherence from all concerned.

V) VIGIL MECHANISM

In accordance with the provisions of Section 177 of the Companies Act, 2013 the Company has adopted a Vigil Mechanism which will also be available at the Company's Website: www.dsl-india.com.

The Company on its part agrees and assures, that, the Company and all its executives, officers and employees shall:

1. Provide to Independent Directors full co-operation and support and do all such acts and things as are reasonably required to enable them to perform their duties as Independent Directors;
2. Disclose to them, all facts and information as are relevant or material or necessary for them to discharge their duties as Independent Directors.
3. Comply with and abide by all applicable provisions of law, including all rules, regulations, orders passed by any government or other authority or any court or judicial authority;
4. Make available to Independent Directors all such documents, information, copies, details etc as they may require in connection with the business or affairs of the company;

In accordance with the provisions of the Companies Act, 2013 and the Code on Corporate Governance, the Company will make public the terms and conditions of appointment of Independent Directors on its website on www.dsl-india.com.