

## **BRIEF PROFILE OF INDEPENDENT DIRECTOR, TERMS AND CONDITIONS OF APPOINTMENT.**

### **Brief Profile**

#### **Mr. Sanjiv Punjani**

Mr. Sanjiv Punjani is a Non-executive Independent Director of the Company. He joined the Board of the Company on August, 2024 as an additional Non-executive Independent Director. His appointment as Non-executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mr. Sanjiv Punjani is the Chairman of the Audit Committee and member of the Risk Management Committee of the Board of Directors of the Company. Mr. Sanjiv Punjani is a distinguished Chartered Accountant (CA) with over 30 years of experience in the field of finance, auditing, taxation and corporate governance. He is known for his strategic vision and meticulous attention to detail.

#### **Mr. Divyesh Aghera**

Mr. Divyesh Aghera is a Non-executive Independent Director of the Company. He joined the Board of the Company on August, 2024 as an additional Non-executive Independent Director. His appointment as Non-executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mr. Divyesh Aghera is the member of the Audit Committee; Nomination and Remuneration Committee and Risk Management Committee of the Board of Directors of the Company. Mr. Divyesh Aghera is a seasoned businessman. He has a robust track record of driving business growth and strategic development. He holds the Diploma in the Engineering.

#### **Mrs. Malini Shah**

Mrs. Malini Shah is a Non-executive Independent Director of the Company. She joined the Board of the Company on August, 2024 as an additional Non-executive Independent Director. Her appointment as Non-executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mrs. Malini Shah is the chairman of the Nomination and Remuneration Committee; Stakeholder Relationship Committee and Risk Management Committee; member of the Audit Committee of the Board of Directors of the Company. Mrs. Malini Shah is an MBA from the Saurashtra University, brings over 20 years of Industry experience with a strong record of strategic planning, financial management and business development.

#### **Mr. Dharmesh Dadhania**

Mr. Dharmesh Dadhania is a Non-executive Independent Director of the Company. He joined the Board of the Company on August, 2024 as an additional Non-executive Independent Director. His appointment as Non-executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mr. Dharmesh Dadhania is the member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. Mr. Dharmesh Dadhania is a seasoned Chartered Accountant (CA) with over 25 years of experience in finance, auditing and corporate governance. Known for his integrity and strategic vision, Mr. Dharmesh Dadhania brings wealth of expertise in financial analysis, risk management and corporate governance.

#### **Ms. Dhara Shah**

Ms. Dhara Shah is a Non-Executive Independent Director of the Company. She joined the Board of the Company in 2014 as an additional director and appointed as an Independent Director at the 21st Annual General Meeting of the Company. She is practicing company secretary with the wide knowledge of Companies Act, SEBI Rules and Regulation, Listing agreement and related works. She provides consultancy to various listed companies. Her knowledge and experience in the legal and compliance field helps the company in a significant way.

## **Terms and Conditions of Appointment**

**Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. - Appointment is for the five-year - Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

**Duties:** - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013

**Expectation of the Board from the appointed directors.** 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 enduring high standard of corporate governance.

**Code of Business Ethics:** - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.

**Remuneration:** - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.