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Appointment as an Independent Director of Kotia Enterprises Limited

We are pleased to inform you that the shareholders at the Annual General Meeting held on -----
-----, have approved your appointment as an Independent Director of the Company to hold office
for.....upto......

This letter is being issued to comply with the requirements of Schedule IV to the Companies Act,
2013(“Act”), pertaining to the Code of Independent Directors and Securities and Exchange Board
of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI Listing
Regulations 2015”).

This letter sets out the broad terms of your appointment as an Independent Director, on the Board
of the Company.

The term “Independent Director” should be construed as defined under the Act and the SEBI Listing
Regulations, 2015.

A. Preliminary

Your appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Act stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a Chairman or Committee Member shall not exceed the limit stipulated under the Act and the SEBI Listing Regulations, 2015.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI Listing Regulations, 2015 as applicable to you as an Independent Director.
5. As an Independent Director you will not be liable to retire by rotation.

B. Term

Your Appointment is for a term of five (5) years w.e.f. ----- upto----- --.

Committees

You may be requested to be a Member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

As on the date of this letter, you are the Chairman of ----- Committee and Member of ----
----- Committee of the Board.

C. Code of Conduct and Duties and Responsibilities

1. You will abide by the Britannia Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company, enclosed as **Annexure-1**.
2. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013, enclosed as **Anneuxre-2**.
3. You will abide by Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Britannia Industries Limited Code of Conduct to regulate, monitor, and report trading by insiders and designated persons and the Britannia Industries Limited, Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.
4. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
5. You are expected to:
 - (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behaviour;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;