



Aditya Consumer Marketing Limited

CIN : U52190BR2002PLC009872
An ISO 9001:2008 Certified Company

9to9 SUPER MARKET

- Bandar Bagicha
- S K Puri
- Kankar Bagh
- Ashiana Nagar
- Patna City
- Anisabad

9to9 Salon

For Ladies

- Bandar Bagicha
- S K Puri
- Kankar Bagh
- Ashiana Nagar
- Patna City
- Rajendra Nagar

For Gents

- Bandar Bagicha
- S K Puri
- Ashiana Nagar
- Patna City



Banquet & Conference Hall

- Bandar Bagicha
- Kankar Bagh

Yo!China

- Bandar Bagicha
- Ashiana Nagar
- Patna City

TAKE-AWAY-EXPRESS

- S K Puri
- Kadam Kuan

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR

1. Appointment

Your appointment as an Independent Director shall be for a term of 5 years from 24th June 2016 to 24th June 2021. Your office will not be liable to retire by rotation. Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013. Your office will get vacated in case you incur any of the disqualifications mentioned in the Companies Act, 2013.

2. Board Committees

You, while being a member of Board of Directors, may be invited/ nominated for Appointment on various committees of the Board of Directors, as setup from time to time. Currently, following are the committees of Board of Directors:

- (a) Audit Committee
- (b) Stakeholders' Relationship Committee
- (c) Nomination and Remuneration Committee

3. Duties

A. As Members of the Board, they along with the other Directors, will be collectively responsible for meeting the objectives of the Board which inter alia, include:

- Requirements under the Companies Act, 2013, as amended or re-stated for the time being in force





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- Responsibilities of the Board as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement as amended from time to time

- Accountability under the Director's Responsibility Statement.

B. They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including but not limited to Section 166) and in Clause 49 of the Listing Agreement.

C. They will be particularly requested to provide guidance in their area of expertise.

4. Expectation of the Board

1. Be Independent in your view while transacting any matter at the meeting of the Board and its committees
2. Take decisions objectively in the interests of the Company.
3. Adhere to the enclosed Code of Business Ethics the Company has developed.
4. Act in accordance with the Company's Articles of Association.
5. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
6. Exercise your duties with due and reasonable care, skill and diligence and exercise independent judgment.
7. Do not get involved in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
8. Do not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates

5. Training of the Board

Every independent director inducted on the Board is provided with a programme done by senior expert(s) in the management team for familiarization on the vision, mission, strategy, goals and objectives of the organization. This programme helps the director to build a good professional, purposeful rapport with the senior leadership team in addition to understanding the overall structure of the organization.





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Further, the Company continues to organize programmes on a periodical basis to develop their attitude, knowledge and skill sets on all matters which are common to the whole Board.

6. Code of conduct

You are required to comply with the Company's code of Business conduct and Ethics.

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7. Evaluation

The performance evaluation shall be done by the entire Board of Directors excluding the director being evaluated.

The performance of the Non-Executive Independent Directors shall be reviewed and evaluated by the Nomination and Remuneration committee on an Annual basis which includes the following factors:

- Participation by the directors during the discussions of the board
- Integrity and maintenance of confidentiality
- Independence of behaviour and judgement
- Effective development of knowledge and expertise

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8. Remuneration

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees payable shall be determined by the Board from time to time.

In addition to the sitting fees, the Independent Directors may also be paid a Commission, as may be determined by the Board, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the Directors, as evaluated by the Board.

Further, the Company may reimburse the Independent Directors such expenditure, as may be incurred by them while performing their role as an Independent Director of the Company, including expenditure incurred by them for travel, accommodation or any out-of-pocket expenses for attending Board / Committee Meetings, General Meetings,



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Court Convened Meeting, meetings with Shareholders / Creditors / Management, site visits, induction and training programs.

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9. Confidentiality

All information acquired during your tenure as Director is confidential to the Company and should not be disclosed either during your tenure or following termination (by whatever means) to third parties except as permitted by law.

10. Performance Appraisal / Evaluation Process

As members of the Board, the performance of the Independent Directors as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be disclosed in the Annual Report of the Company. The actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committees.

11. Termination

The directorship position will be terminated in accordance with the Companies Act, 2013, and other applicable regulations. The Company may terminate the appointment with immediate effect in case of any serious or repeated breach or non-observance of your obligations as a Director to the Company or in the case of breach of the code of conduct prescribed by the Company. The director can voluntarily resign on submission of notice of resignation with sufficient reasons to the Board of Directors of the Company.

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For Aditya Consumer Marketing Limited
Managing Director



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