

LS INDUSTRIES LIMITED

CIN: L51505HP1993PLC031724

Registered Office: Village Bairsen, P.O. Manjholi, Tehsil-Nalagarh, Solan, Himachal Pradesh-174101, India

Email-ID: lsindustries93@gmail.com, Phone: +91-8427000087.

Terms and Conditions of Appointment of Independent Directors

This document sets out the terms and conditions of appointment of an **Independent Director** of LS INDUSTRIES LIMITED pursuant to the provisions of the Companies Act, 2013 and applicable rules made thereunder.

1. Appointment

The appointment is **not an employment relationship** but a professional engagement as a Non-Executive Independent Director.

2. Role and Duties

The Independent Director shall:

1. Uphold ethical standards and act objectively and constructively while exercising duties.
2. Bring independent judgment to Board deliberations, particularly on strategy, performance, risk management and resources.
3. Safeguard the interests of all stakeholders, especially minority shareholders.
4. Participate in Board Committees as required.
5. Ensure integrity of financial information and internal controls.

The Director shall comply with the duties specified under **Section 166** and **Schedule IV** of the Companies Act, 2013.

3. Time Commitment

The Independent Director is expected to devote sufficient time for:

- Board Meetings
- Committee Meetings
- Annual General Meetings
- Independent Directors' Meetings
- Any other meetings as may be required.

4. Remuneration

The Independent Director shall be entitled to:

- **Sitting fees** for attending Board and Committee meetings as decided by the Board.
- **Reimbursement of expenses** incurred for participation in meetings.
- **Profit related commission**, if approved by the Board and shareholders.

No stock options shall be granted in accordance with the provisions of the Companies Act, 2013.

5. Code of Conduct

The Independent Director shall comply with:

- The **Code of Conduct** of the Company
- Policies relating to insider trading and confidentiality
- Applicable provisions of the Securities and Exchange Board of India regulations (for listed companies).

6. Confidentiality

The Independent Director shall maintain strict confidentiality of all information obtained during the tenure and shall not disclose it unless authorized by the Board or required by law.

7. Performance Evaluation

The performance of the Independent Director shall be evaluated annually by the Board in accordance with the provisions of the Companies Act, 2013.

8. Insurance

The Company may provide **Directors and Officers (D&O) Insurance** coverage for the Independent Director as decided by the Board.

9. Separate Meeting of Independent Directors

The Independent Director shall participate in **separate meetings of Independent Directors** as required under Schedule IV of the Companies Act, 2013.

10. Termination / Resignation

The appointment may be terminated:

- By resignation in writing to the Company
- By shareholders in accordance with law
- On disqualification under applicable provisions of the Companies Act, 2013.

11. Governing Law

These terms shall be governed by the laws of India and the provisions of the Companies Act, 2013.

For and on behalf of the Company

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Nipun Goyal
DIN: 02853571
Managing Director