

Draft Letter for Appointment of Independent Director

[Date]

[Name of Director]

[Address]

Dear Sir,

Sub: Appointment as an Independent Director of the Company

This is to inform you that Board of Directors of the Company has approved your appointment as an Additional Director (Non-Executive & Independent Director) on the Board of the Company w.e.f. 27th April, 2023 for a period of five years subject to approval of Members to be passed through Postal Ballot. The appointment is governed by the provisions of Companies Act, 2013 ('the Act') and Rules framed thereunder (including statutory modifications or re-enactment thereto) and relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as amended from time to time and circulars issued from time to time by SEBI.

You may also kindly note the following in respect of your appointment:-

1. Terms of Appointment:

- a) You will not be liable to retire by rotation as an Independent Director.
- b) Re-appointment after the end of present term shall be again subject to the approval of the shareholders.

2. Committees:

The Board of Directors (Board) may, if it deems fit, invite you for being appointed on one or more Existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable rules/regulations.

3. Maximum Number of Directorship:

As prescribed in the Act/Listing Regulations, you shall comply with the conditions with respect to the maximum number of directorships.

4. Time Commitment:

You are expected to actively participate at the meetings of the Board, General Meetings and its Committees and to help provide the Board in relation to the Company's strategy, performance, and risk management as well as ensuing high standards of financial probity and corporate governance.

5. Fiduciary Duties:

You will discharge your duties as per the provisions of the Act, Listing Regulations and any other statutes as may be applicable from time to time which inter alia include the following fiduciary duties.

- a) You will act in accordance with the Company's Articles of Association, as may be amended from time to time.

b) You will 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 interests of the Company, its employees, the shareholders, the community and for the protection of environment.

6. Provision for Directors and Officers (D and O) Insurance, if any:

You are hereby informed that as on date, the Company do not provide for D & O Insurance for the Directors. We will inform you if the Company opts for the same.

7. Evaluation:

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors.

8. Dealing in shares and Code of Conduct:

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the Compliance Officer. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with Company's Code of Conduct and Ethics.

9. Remuneration:

You will be remunerated by way of sitting fees for attending the meetings of the Board of Directors and that of the Committees as may be approved by the Board and other regulatory authorities from time to time and reimbursement of expenses for participation in the Board and other meetings.

It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

For **The Scottish Assam (India) Limited**

.....

.....

DIN:

Communication of Acceptance:

I confirm and agree to the above.

.....

(Name of the Independent director)

DIN: