



Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited / Kratos Energy & Infrastructure Limited)
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CIN : L35103MH1979PLC021614

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

(Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and Regulation 46(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The following are the terms and conditions for the appointment of Independent Directors of **Lords Mark Industries Limited** (Formerly known as **Lords Mark India Limited** and Kratos Energy & Infrastructure Limited) ("the Company").

1. Appointment

The appointment of Independent Directors of the Company is approved by the shareholders at the General Meeting of the Company.

The Independent Director shall hold office for a term of up to **five consecutive years** from the date of appointment, subject to the provisions of the **Companies Act, 2013** and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The Independent Director shall **not be liable to retire by rotation**.

Re-appointment of an Independent Director for another term shall be based on the recommendation of the **Nomination and Remuneration Committee**, approval of the **Board of Directors**, and approval of the **shareholders**, subject to applicable laws.

The Independent Director may be appointed as a **member or Chairperson of one or more Committees of the Board**, as may be decided by the Board from time to time.

2. Role, Duties and Responsibilities

The Independent Director shall perform the duties and responsibilities as prescribed under the Companies Act, 2013 and the SEBI LODR Regulations.

The key roles include:

- Upholding ethical standards of integrity and probity.
- Acting objectively and constructively while exercising duties.
- Providing independent judgment on issues related to strategy, performance, risk management, resources, key appointments and standards of conduct.
- Safeguarding the interests of all stakeholders, particularly minority shareholders.
- Ensuring integrity of financial information and robustness of financial controls and risk management systems.
- Monitoring the performance of management and the Board.

The Independent Director shall also abide by the **Code for Independent Directors** as provided in **Schedule IV of the Companies Act, 2013** and duties of directors specified under **Section 166 of the Companies Act, 2013**.

3. Time Commitment

The Independent Director is expected to devote sufficient time and attention to the Company's affairs and participate in:

- Meetings of the Board of Directors
- Meetings of Committees of the Board
- General Meetings of the Company
- Separate meetings of Independent Directors

The Independent Director shall strive to attend all scheduled meetings.

4. Remuneration

The Independent Directors shall be entitled to receive:

- **Sitting fees** for attending meetings of the Board and Committees of the Board, as approved by the Board within the limits prescribed under the Companies Act, 2013.
- **Reimbursement of expenses** incurred for participation in Board and Committee meetings.

Independent Directors shall **not be entitled to any stock options**, unless otherwise permitted under applicable laws.

5. Code of Conduct

Independent Directors shall comply with:

- The **Code of Conduct for Directors and Senior Management** of the Company.
- The **Code for Independent Directors** as specified under Schedule IV of the Companies Act, 2013.
- Applicable provisions of the SEBI LODR Regulations.

6. Confidentiality

Independent Directors shall maintain confidentiality of all information relating to the Company acquired during their tenure and shall not disclose such information except as required by law or with prior approval of the Company.

7. Performance Evaluation

The performance of Independent Directors shall be evaluated annually in accordance with the provisions of the **Companies Act, 2013** and the **SEBI LODR Regulations**.

The evaluation shall be carried out by the **Board of Directors**, excluding the Director being evaluated.

8. Directors and Officers Liability Insurance

The Company may, if it deems appropriate, provide **Directors and Officers Liability Insurance** to Independent Directors.

9. Resignation or Removal

The Independent Director may resign from the position by giving written notice to the Company.

The appointment may also be terminated in accordance with the provisions of the Companies Act, 2013, SEBI LODR Regulations and the Articles of Association of the Company.

10. Applicable Law

The appointment and tenure of Independent Directors shall be governed by the provisions of the **Companies Act, 2013**, the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and other applicable laws.

For **Lord's Mark Industries Limited**

(Formerly known as **Lords Mark India Limited** and **Kratos Energy & Infrastructure Limited**)



Mr. Sachidanand Hariram Upadhyay
Managing Director
DIN No: - 01631728