



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

HILIKS TECHNOLOGIES LIMITED

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HILIKS TECHNOLOGIES LIMITED

To:
Independent Directors
Dear Sir/Ma'am,

Date:

Appointment as an Independent Director

Pursuant to the decision of the Board of Directors in its meeting held on....., I am pleased to confirm your appointment as an Independent Director on the Board of Hiliks Technologies Limited (the Company) w.e.f. on the following terms and conditions:

- 1. Term of appointment:** You are appointed as Additional Director (Non-Executive Independent Director) on the Board of the Company. Your appointment as Independent Director is subject to the approval of the shareholders at the ensuing Annual General Meeting and the extant provisions of applicable laws including (i) Companies Act, 2013 ("Act") (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (iii) Articles of Association of the Company. Your appointment will be for a period not exceeding 5 years.
- 2. Committee Membership:** The Board of Directors may nominate you to one or more of the sub- committees of the Board from time to time.
- 3. Role:** As an Independent Director you have the same general legal responsibilities to the Company as any other director but in terms of the provisions of Section 149(12) of the Act, you will be held liable only in respect of such omission or commission which has occurred with your knowledge, attributable through Board processes, or with your consent or connivance or where you have not acted diligently. The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

You are expected to attend the regular Board and relevant Committee / other meetings of the Board and the Annual General Meetings. You shall devote your sufficient time and attention to your professional and statutory obligations for informed and balanced decision making as required under applicable laws.

- 4. Fiduciary position:** Directors being Trustees of the stake holders of the Company shall discharge their responsibilities upholding their fiduciary responsibilities or duties, which in short are as under:
 - To act within their powers, in good faith to promote the success of the Company.
 - To exercise independent judgement, reasonable care, skill and diligence.
 - To avoid conflict of interest.
 - Not to accept benefits from third parties, which are attributable consequent to your independent directorship of the Company.
 - To declare interest in proposed transactions or arrangements.

- 5. Code of conduct:** During the tenure of your appointment, you are required to comply with Schedule IV of the Companies Act, 2013 and all relevant regulations as may be issued by the Listing Authority with regard to insider trading and other market related matters from time to time. You will also adhere to the code of conduct as may be notified by the Board of Directors of the Company for its Directors and other employees.
- 6. Remuneration:** The Board determines the level of remuneration in the form of sitting fees for each Board/Committee meeting subject to applicable laws and Shareholders' approval as required. You shall be paid sitting fees for each Board and Committee Meetings, subject to revisions by Board from time to time, including reimbursement of out of pocket expenses for participation in various Meetings of the Company.
- 7. Confidentiality:** You must apply the highest standards of confidentiality and not disclose to any person or company any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as Director.
- 8. Independence:** The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and SEBI Regulations. You are expected to continue to be qualified as 'Independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.
- 9. Disengagement:** You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified in the notice, whichever is later. Your directorship on the Board of the Company shall cease in accordance with law.

The Company may disengage you prior to completion of your term (subject to compliance of relevant provisions of the Act) upon:

- Violation of any provision of the Company's Code of Conduct
- Failing to meet the criteria for independence as envisaged in Section 149(6) of the Act or SEBI Regulations.
- Disqualification under Section 164 of the Act

- 10. Publication of the letter of appointment:** As required under the Act and SEBI Regulations, the Company will make public a generic copy of this letter on Company's website and shall be open for inspection at the registered office of the Company by any member during normal office hours.

You will not be an employee of the Company and this Letter does not constitute a contract of employment.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this letter.

Yours sincerely,
For and on behalf of the Board

CHAIRMAN

Schedule IV

Section 149 (8) of the Companies Act, 2013

Code for Independent Directors

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.