

INLAND PRINTERS LIMITED

Reg. Off.: F-18 Tenth Central Mall, Mahavir Nagar, Kandivali West, Mumbai - 400067
Tel.: 9987773105
CIN: L99999MH1978PLC020739

Email: inlandprintersltd@gmail.com
Website: www.inlandprinters.in

Terms and conditions of appointment of Independent Directors

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

Following are the terms and conditions of appointment of Independent Directors on the Board of Inland Printers Limited.

1. Appointment:

- a. Appointment to be as a Non-Executive Independent Director on the Board of Directors of the Company which would be subject to the provisions of the Companies Act, 2013 ("the Act") read with Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and further modification, if any.
- b. In terms of provisions of Section 149(13) of the Act, the directorship is not subject to retirement by rotation.
- c. Continuance of independent directorship is subject to fulfilment of certain parameters of independence as defined in Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

2. Committees:

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

Enclose the List of Committees in which the appointed Independent director will be a member.

3. Time commitment:

- a. The Independent Directors are expected to bring objectivity and an independent view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
- b. They are expected to devote such time as appropriate to discharge the duties and to meet the expectations of the Board/ stakeholders/ shareholders.

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4. Roles, Duties and Responsibilities:

- a. The roles and duties will be those normally required of a Non-Executive Independent Director under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act.
- b. In addition to the above requirements, they are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time. While performing such duties, roles and functions, they will be required to abide by the 'Guidelines of Professional Conduct' as stated under the said Schedule.

5. Status of appointment & Remuneration:

- a. They will not be an employee of the Company and may be paid such remuneration by way of sitting fees for meetings of the Board and Committee as may be decided by the Board.
- b. Further, they may also be paid remuneration, if any, by way of commission as may be approved by the Board and the shareholders from time to time.
- c. Pursuant to applicable law, they will not be entitled to any stock options.

6. Induction and Development:

- a. The Company shall, if required, conduct formal induction program for its Independent Directors.
- b. The Company shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its business.

7. Performance evaluation:

- a. The re-appointment or extension of term will be based on performance evaluation which shall be done by entire Board of Directors.
- b. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee.

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8. Disclosure of Interest:

- a. During the tenure as an Independent Director, they shall notify the Company of any change in the Directorships by submitting appropriate disclosure in the prescribed form.
- b. In the event where circumstances arise which may have effect of losing the independence or giving rise to a conflict of interest, the same shall be immediately disclosed to the Board or the Company Secretary, as and when the transaction or arrangement comes up at a Board Meeting.

9. Confidentiality:

All information acquired during the appointment is confidential to Company and shall not be released, either during their appointment or afterwards unless required by law or by the rules of any stock exchange or regulatory body.

10. Code of conduct:

During the tenure as Independent Director, they are required to comply with the regulations as contained in Schedule IV under the Act (Code for independent Directors) and the following Codes:

- a. Code of Conduct for Board Members and Senior Management
- b. Code of Conduct for Prevention of Insider Trading
- c. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

11. Resignation and Termination:

- a. They 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 by them in the notice, whichever is later.
- b. The Directorship on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in the Act, the Directorship may be terminated for violation of any provision of the Code of Conduct of the Company.
- c. If, at any stage during the term, there is a change that may affect the status as an Independent Director as envisaged in Section 149(6) of the Act, or if applicable, they fail to meet the criteria for “independence”, they shall promptly submit the resignation to the Company with effect from the date of such change.
