

# *The Sandur Manganese & Iron Ores Limited*

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**CORPORATE OFFICE:**

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**MINES OFFICE:**

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Dear Sir / Madam,

**Sub: Your appointment as Independent Director on the Board of Our Company**

We are pleased to inform you that at the \_\_\_ Annual General Meeting held \_\_\_\_\_, shareholders have approved your appointment as an Independent Director of the Company to hold office for four consecutive years expiring at conclusion of the Annual General Meeting for the financial year \_\_\_\_\_. As an Independent director you will not be liable to retire by rotation.

Re-appointment at the end of the term, for another term of upto five years, shall be considered by the Board based on your performance evaluation in line with the evaluation criteria laid down by the Nomination and Remuneration Committee and be subject to approval of shareholders.

Kindly note, that during your term with the Company you are not to serve as an Independent Director in more than six other listed companies. This limit on directorship is further scaled down to two other listed companies, in case you are serving as a whole time director in any other listed company. Further, you shall not accede to membership in more than ten committees or act as Chairman of more than five committees across all companies in which you are a director. During the term, you shall promptly notify the Company of your directorships/ committee positions in other companies or change therein.

Also, you are required to promptly disclose any change or likelihood of change in circumstances which may affect your independence criteria. Further, you shall also endeavour to provide necessary disclosures to enable the Board to make a judgment in this regard.

You are required to adhere to the guidelines of professional conduct, roles, functions, duties etc., of an Independent director as stipulated in the 'Code for Independent Directors' laid out in Schedule IV of the Companies Act, 2013. You are also required to act in accordance with Section 166 of the Companies Act, 2013 which sets out your duties as a Director. Extract of

the relevant provisions have been annexed with this letter for your reference. You shall also comply with the Company's 'Code of Conduct for Board of Directors and Senior Management Personnel'.

You shall be entitled to sitting fees for meetings of the Board and Committees as well as profit related commission, if declared by the Board; subject to shareholders' approval. Further, all reasonable out-of-pocket expenses necessarily incurred for attending the various meetings of the Board/Committees shall be reimbursed.

As per the Board's current assessment, you are required to serve on the following Committees of the Board in the below mentioned capacities:

- a. Chairman/member of the Audit Committee
- b. Chairman/member of the Nomination and Remuneration Committee
- c. Chairman/member of the Corporate Social Responsibility Committee
- d. Chairman/member of the Environment Committee

*(As may be applicable)*

The mandates of the aforesaid committees are as per the terms of reference specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board may reconstitute the composition of all/any Committees from time to time. In such an event, you may be required to serve on other Committees of the Board.

Your directorship on the Board of the Company shall terminate or cease on grounds as specified in the Companies Act, 2013. You may resign from the directorship of the Company by giving a notice in writing giving reasons thereof. The resignation shall take effect on the date of receipt of notice or the date specified in the notice, whichever is later.

The terms of your appointment, as set out in the letter, are subject to the extant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time).

As per Regulation 46 (2) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter along with a detailed profile shall be disclosed on the website of the Company and relevant Stock Exchanges.

If these terms of appointment are acceptable to you, please confirm your acceptance by signing a copy of this letter and providing us the same.

We look forward to your continued guidance and support.

Thank you

Yours faithfully  
for The Sandur Manganese & Iron Ores Limited

S. Y. Ghorpade  
Chairman and Managing Director

Encl. A/a.

**SECTION 166 OF THE COMPANIES ACT, 2013**

(1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall 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.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

(7) If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

## **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) acting within his 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.

#### **IV. Manner of appointment:**

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any;
  - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.



**V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**VI. Resignation or removal:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. Separate meetings:**

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**VIII. Evaluation mechanism:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.