INDOWORTH HOLDINGS LIMITED
(FORMERELY UNIWORTH SECURITIES LIMITED)
CIN: L51900WB1985PLC227336
Registered Office :2, Nazar Ali Lane, Green Acres, 4th Floor Flat-4A
Kolkata - 700019
Email: indoworthholdingslimited@gmail.com
Website: www.uniworthsecurities.com

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Terms of Appointment

   a) The appointment of an Independent Director (ID) is for a term of up to 5 (five) consecutive years, subject to the approval of shareholders in the General Meeting.
   b) Independent Directors are not liable to retire by rotation pursuant to Section 149(13) of the Companies Act, 2013.
   c) Re-appointment for a second term is based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors, and approval via special resolution of shareholders, coupled with a performance evaluation.

2. Roles, Duties, And Responsibilities

   a) The ID shall abide by the Code for Independent Directors under Schedule IV of the Companies Act, 2013.
   b) Duties include exercising independent judgment, safeguarding the interests of the company and stakeholders, reporting concerns about unethical behavior, and active participation in Board and Committee meetings (Audit, Nomination & Remuneration, Stakeholders Relationship, etc.).

3. Code Of Conduct & Ethics

   a) The ID shall comply with the Company's "Code of Conduct for Board of Directors and Senior Management Personnel".
   b) The ID shall adhere to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and refrain from dealing in company securities during trading window closures.

4. Remuneration And Expenses

   a) The ID will be paid sitting fees for attending meetings of the Board and Committees as fixed by the Board from time to time, in compliance with the limits prescribed under the Companies Act, 2013.
   b) The company will reimburse reasonable out-of-pocket expenses incurred for attending Board/Committee meetings or general meetings.
   c) Independent Directors are not entitled to any stock options and are non-executive.

5. Performance Evaluation

   The performance of the Independent Director will be evaluated annually by the Board of Directors (excluding the director being evaluated), in line with SEBI LODR requirements.

6. Disclosures And Conflict of Interest

   a) The ID will promptly submit a declaration under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI LODR confirming independence upon appointment and at the beginning of every financial year.
   b) Any change in circumstances that may affect their status as an Independent Director must be disclosed immediately.

7. Resignation And Removal

   a) The ID may resign from office by giving a written notice to the Board. The resignation takes effect from the date of receipt or a later date specified in the notice.
   b) Removal of an ID will be governed as per Section 169 and other applicable provisions of the Companies Act, 2013.

8. Confidentiality

   All information acquired during the appointment is confidential and shall not be disclosed to third parties unless required by law or authorized by the Board. This obligation continues even after cessation of office.