

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTOR(S)

1. The appointment of the Independent Director shall be in compliance with the provisions of Section 149(6) of the Companies Act, 2013, read with the applicable rules made thereunder.
2. The Independent Director shall be appointed for a term of five (5) consecutive years and may be re-appointed for one additional term of five (5) consecutive years in accordance with the provisions of the Companies Act, 2013, provided that the total tenure shall not exceed ten (10) years.
3. A cooling-off period of three (3) years shall apply after completion of the maximum tenure, as prescribed under the Companies Act, 2013.
4. The Independent Director shall submit a declaration confirming compliance with the criteria of independence as prescribed under Section 149(6) at the first Board meeting and thereafter annually or as required.
5. Independent Director shall comply with the Company's Code of Conduct, insider trading regulations, and all other applicable policies, guidelines, and procedures of the Company, as may be adopted or amended from time to time.
6. The duties and responsibilities of the Independent Director shall be governed by the Code of Conduct for Directors and Senior Management Personnel and applicable statutory provisions.
7. The remuneration of the Independent Director shall be determined in accordance with the Nomination and Remuneration Committee Policy of the Company and the applicable provisions of the Companies Act, 2013.
8. The Independent Director shall disclose any concern or interest, actual or potential, in accordance with Section 184 of the Companies Act, 2013, and shall abstain from participation where a conflict exists.
9. The liability of the Independent Director shall be limited in accordance with Section 149(12) of the Companies Act, 2013
10. The performance of the Independent Director shall be evaluated annually by the Board in accordance with the provisions of the Companies Act, 2013 and applicable rules.
11. The office of Independent Director shall cease upon resignation, removal, disqualification, or completion of tenure, in accordance with the provisions of the Companies Act, 2013.

Eastern Treads Ltd.

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