

## **Aro granite industries ltd.**

### **Terms & Conditions of Appointment of Independent Directors**

#### **1. Terms of Appointment:**

- (i) At the 36th Annual General Meeting of the Company, held on 18th September 2024 (AGM), following Independent Directors were appointed as under:-

**Mr. Keshava Murthy Kalasachar (DIN: 10694491) and Mr. Ashish Jyotindra Bhuta (DIN: 02149827)** for a term of five consecutive years from the date of their appointment at the aforesaid AGM in place of Mr. Dinesh Chandra Kothari (DIN :00195609) and Mrs. Vanita Sood (DIN:06926832) who have completed their second and final term as Non-Executive Independent Directors and consequently ceased to be Independent Directors of the Company from this 36<sup>th</sup> Annual General Meeting held on 18th September 2024.

- (ii) Mr. Sundareshwara G Sastry has resigned from the Board and its committees w.e.f., November 11, 2025 due to his personal and professional Commitments accordingly management has decided to appoint the new independent Director.
- (iii) In the Board Meeting held on February 04, 2026, as per the recommendation of Nomination and Remuneration Committee, Board has approved the appointment of Mr. Varathan Arul (DIN: 11480624) as an Additional Director thereafter through Postal Ballot he has been appointed as an Non-Executive Independent Director through remote e-voting by the members of the Company dated March 24, 2026 which will be effective from February 04, 2026.

#### **2. Duties:**

The aforesaid Independent Directors (INDs) shall:

- (i) ensure compliance of the applicable laws including the prescribed code for INDs under schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement.
- (ii) provide his expertise and experience in the functioning of the Board and the Committees of the Board with the terms of reference approved by the Board.

- (iii) strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member and also the general meetings of the Company and hold at least one meeting in a year without the attendance of Non-Independent Directors and members of management.
- (iv) maintain independent status and make requisite disclosures as prescribed under the applicable laws. INDs to also maintain confidentiality of information pertaining to the business and affairs of the Company.
- (v) not indulge in any insider trading in the Company's shares, should not have any direct or indirect interest that conflicts with the interest of the Company, shall not achieve any undue gain or advantage from the Company either to himself or to his relatives, partners or associates.

3. **Code of Conduct:**

INDs shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company.

4. **Remuneration:**

INDs shall be paid sitting fees and be entitled to reimbursement of expenses for attending the Meetings of the Board/Committee of Directors.