



## KRANTI INDUSTRIES LIMITED

Date: 09<sup>th</sup> May, 2021

To,

**Mr. Satchidanand Arun Ranade**

Marut 6, Tulshibag wale Colony,

Sahakar Nagar No 2 Parvati,

Pune-411009.

Maharashtra, India.

Dear Satchidanand Arun Ranade,

**Subject: Appointment as an Independent Director of 'Kranti Industries Limited'**

We are pleased to inform you that the members of **Kranti Industries Limited ("the Company")** at their Extra-Ordinary General Meeting dated 07<sup>th</sup> May, 2021 hereby regularized you as an Independent Director in the Board of the Company, which is previously appointed by the Board of Directors in its 208<sup>th</sup> Meeting held on 06<sup>th</sup> April, 2021 as an Additional Independent Director, for the consecutive term of 5 (Five) years starting from 6<sup>th</sup> April, 2021 till 5<sup>th</sup> April, 2026, in terms of the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder (Hereinafter referred to as "the Act").

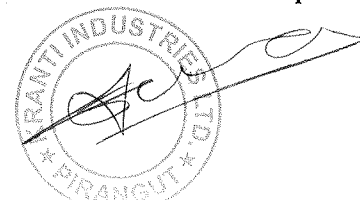
This appointment letter sets out the terms and conditions thereof as enumerated in Schedule IV of the Act 'which inter alia covers the guidelines of professional conduct, role, functions, duties, etc. of the Independent Directors. Further, Section 166 of the Companies Act provides the duties of the Directors of the Company.

The extract, of relevant provisions of the Schedule IV of Companies Act, 2013 is enclosed here is an **Annexure 'A'** for your information,

Further, we wish to inform you that the Company is constituted various committees as may be applicable to the Company under the provisions of the Companies Act 2013 and the SEBI (Listing Obligation and Disclosure Requirement) 2015 whereas in this regards, the Board may request you to appoint from time to time to such Board Committees formed.

The Company will be paying sitting fees for attending meetings of Board of Directors and/or Committees thereof, as may be decided.

During the term, you shall intimate the Company of any change in your Directorships, and provide such other disclosures and information as may be required under the Companies





## KRANTI INDUSTRIES LIMITED

Act, 2013 and the rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. On becoming aware of any potential conflict of interest with your position as an Independent Director of the Company, you shall promptly disclose the same to the Company immediately.

During the Term, you agree to provide a declaration as per Section 149 (7) of the Act upon any change in circumstances which may affect your status as an Independent Director.

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on your part during your Term, you shall render all reasonable assistance and co-operation to the Company and provide such information and documents as are necessary and reasonably requested by the Company or its counsel.

We are confident that the Board and the Company will benefit immensely from yours enrich experience and we are eager to have you as an integral part of the growth of our Company.

Looking forward to your continued support and guidance.

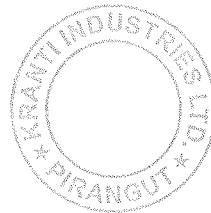
Thanking You.

Yours' faithfully,

For and On Behalf of  
Kranti Industries Limited



Sachin Subhash Vora  
Chairman & Managing Director  
(DIN: 02002468)



**'ANNEXURE A'**  
*(Schedule IV- 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;

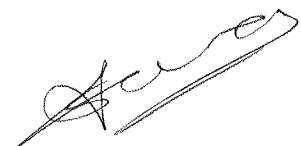


- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard 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) ["act within their 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 "three months" 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 financial 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.

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**KRANTI INDUSTRIES LIMITED**

Date: 09<sup>th</sup> May, 2021

To,

Mr. Prakash Vasant Kamat  
503, Kalpana Apartments,  
Lane No. 4, Off Prabhat Road,  
Pune-411009,  
Maharashtra, India.

Dear Prakash Vasant Kamat,

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We are pleased to inform you that the members of **Kranti Industries Limited ("the Company")** at their Extra-Ordinary General Meeting dated 07<sup>th</sup> May, 2021 hereby regularized you as an Independent Director in the Board of the Company, which is previously appointed by the Board of Directors in its 207<sup>th</sup> Meeting held on 13<sup>th</sup> February, 2021 as an Additional Independent Director, for the consecutive term of 5 (Five) years starting from 13<sup>th</sup> February, 2021 till 12<sup>th</sup> February, 2026, in terms of the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder (Hereinafter referred to as "the Act").

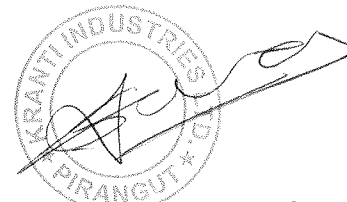
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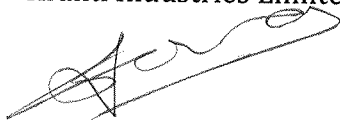
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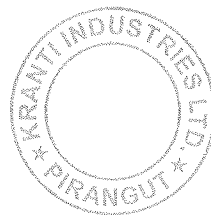
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Kranti Industries Limited



Sachin Subhash Vora  
Chairman & Managing Director  
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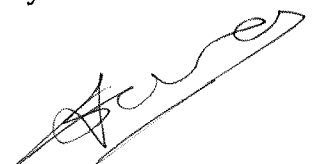
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### IV. Manner of appointment:

- (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.



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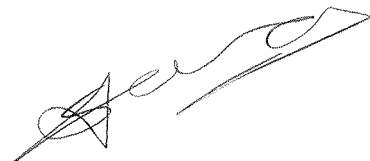
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**KRANTI INDUSTRIES LIMITED**

Date: 09<sup>th</sup> May, 2021

To,

Mr. Pramod Vinayak Apshankar  
12, State Bank Colony,  
Shahu College Road, Parvati,  
Pune 411009,  
Maharashtra, India.

Dear Pramod Vinayak Apshankar,

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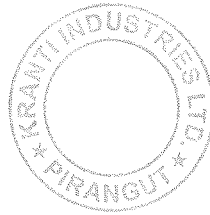
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  - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic 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 "three months" 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 financial 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.

A handwritten signature in black ink, appearing to be 'A. S. S.', written over a horizontal line.