

Date: 11/04/2022

To

Ms. Anuradha Mukhedkar

Address: A-502, Montecarlo Lake View Apartment, Napier  
Town, Jabalpur, Madhya Pradesh-482001

**Sub: Appointment as an independent director of Pristine Logistics & Infraprojects Limited**

Dear Madam,

We wish to inform that the board of Pristine Logistics & Infraprojects Limited ("Company") have appointed you as an additional independent director through a resolution passed by circulation on 11<sup>th</sup> April 2022. Your appointment is subject to the approval of the members at the ensuing shareholders meeting in accordance with the legal provisions as applicable.

This letter is being issued to comply with the requirements of Schedule IV to the Companies Act, 2013 ("Act"), pertaining to the code of independent directors. This letter sets out the broad terms of your appointment as an independent director.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the applicable laws including the Act, as amended from time to time.

**1. Appointment:**

- 1.1. In accordance with the provisions of the Act and other applicable laws and subject to the approval of members at the ensuing shareholders meeting, you will serve as an independent director on the board of the Company for an initial term of 3 (three) years unless terminated earlier or extended, as per the provisions of this letter or Act.
- 1.2. Re-appointment, if any, for the second term shall be based on the recommendation of the nomination and remuneration committee, and subject to the approval of the board and the members. Your re-appointment would be considered based on the outcome of the performance evaluation process and you continuing to meet the criteria of independence as envisaged in Section 149(6) of the Act.
- 1.3. In compliance with the provisions Section 149(13) of the Act, your directorship is not subject to retirement by rotation.

**2. Board committees:**

The board may, if it deems fit, invite you for being appointed on one or more existing board committees or any such committee that may be set up in the future. Your appointment on such committee(s) will be subject to applicable law.

**3. Role and Duties:**

- 3.1. As an independent director of the Company, you shall act in accordance with the provisions of the Act, the applicable laws and in accordance with the articles of association of the Company.
- 3.2. Your duties will be those normally required of an independent director under the Act. There are certain duties prescribed for all directors, both executive and non- executive, which are fiduciary in nature and are as under:

**PRISTINE LOGISTICS & INFRAPROJECTS LIMITED**

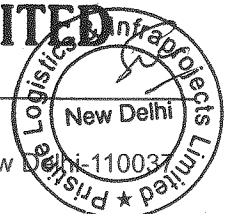
(Formerly known as Pristine Logistics & Infraprojects Private Limited )

CIN: U70102DL2008PLC178106

Registered Office : 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel, NH8, Mahipalpur, New Delhi-110037

Telephone : +91-11-47235800, 46772223 /24/27 Fax : +91-11-46772228

E-mail: coml@pristine logistics.com Web : www.pristinelogistics.com



- i. to act in accordance with the Company's articles of association as may be amended from time to time.
  - ii. to 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 interest of the Company, its employees, the shareholders, the community and for the protection of environment.
  - iii. to discharge the duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
  - iv. not to involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
  - v. not to achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
  - vi. not to assign your office as director and any assignments so made shall be void.
- 3.3. There are certain roles, functions, duties and guidelines for professional conduct prescribed for all independent directors, which are listed in the 'Code for Independent Directors' as outlined in Schedule IV of the Act. You will abide by the said code, as amended from time to time. The code as presently applicable is annexed hereto as **Annexure A**.

**4. Liability:**

You will be held liable only in respect of such acts of omission or commission by the Company which have occurred with your knowledge, attributable through board processes, and with your consent or where you have not acted diligently.

**5. Status of Appointment:**

You will not be an employee of the Company and this letter does not constitute a contract of employment. You will not participate in any employee stock option scheme operated by the Company or any group company.

**6. Sitting fees:**

You will be paid entitlements and reimbursements allowed under the Companies Act for attending the meetings of the board and the committees (including adjourned meetings). All out of pocket expenses including boarding and lodging shall be separately reimbursed.

**7. Expectation of the board:**

**7.1. Time commitment:**

You are expected to bring objectivity and independence of view to the board's discussions and to help in providing the board with effective leadership in relation to the Company's strategy, performance, risk management as well as ensuring high standards of corporate governance. The board meets at least four times in a year. Whereas committees would also be ordinarily convened in a year at such frequency as may be required under the Act or any other applicable law or as may be decided from time to time. You will be expected to attend board, board committees to which you may be appointed and shareholders' meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

**7.2. Annual Declaration:**

You are required to furnish us the annual declaration that you meet the criteria of independence as envisaged in Section 149 (6) of the Act and other applicable law. This declaration shall be submitted at the first meeting of the board in every financial year and whenever there is any change in the circumstances which may affect your status as an independent director.



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### 7.3. Confidentiality:

All information acquired during your tenure as director is confidential and should not be disclosed, either during your tenure or following termination (by whatever means) to third parties without prior clearance from the board, unless required by law. On reasonable request, you will surrender any documents and other materials made available to you by the Company.

### 8. Code of Conduct and Business Ethics:

During your term, you will comply with the code for independent directors, code of ethics and such other requirements as the board may from time to time specify.

### 9. Disclosure of Interest:

9.1. Any interest that you may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when the transaction or arrangement comes up at a board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

9.2. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are required to declare any such directorships, appointments and interests to the board in writing in the prescribed form.

### 10. Disengagement:

10.1. You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reason for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later. Your directorship on the board shall cease in accordance with the prevailing law.

10.2. If at any stage during your tenure, there is a change that may affect your status as an independent director or you fail to meet the criteria for "independence" as envisaged in Section 149(6) of the Act, you shall promptly submit your resignation to the Company with effect from the date of such change.

10.3. Your appointment may also be terminated in accordance with the provisions of the Act and any other provisions of the applicable law.

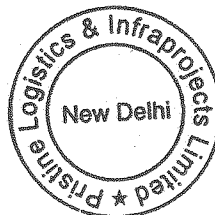
### 11. Miscellaneous:

11.1. The terms and conditions of your appointment shall be open for inspection at the registered office of the Company by any member during the business hours.

11.2. The terms and conditions of your appointment shall be posted on the Company's website.

### 12. Jurisdiction and Governing Law:

This letter is governed by, and shall be construed in accordance with, the laws of India, and court of Delhi shall have exclusive jurisdiction on all matters.



A handwritten signature in dark ink, appearing to be a stylized 'S' or 'J' followed by a horizontal line.

We are confident that the board and the Company will benefit immensely from your rich experience and we are eager to have you as integral part of the growth of our Company.

Yours sincerely,

**For Pristine Logistics & Infraprojects Limited**  
**(formerly known as Pristine Logistics & Infraprojects Limited)**



**(Sanjay Mawar)**

**Director**

**DIN: 00303822**

**Address: 9540 C/9, Vasant Kunj,  
New Delhi-110070**



**AGREE AND ACCEPT**

I have read and understood the terms of my appointment as an independent director of the Company and I hereby affirm my acceptance to the same.

Signature

Anuradha Mukhedkar

Place:

Date:

**SCHEDULE IV**  
**[See Section 149(8)]**  
**CODE FOR INDEPENDENT DIRECTORS**

**Notified Date of**  
**Section: 01/04/2014**

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:**

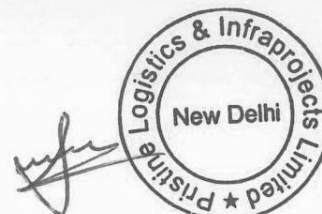
The independent directors shall:

- (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) <sup>1</sup>["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 <sup>2</sup>["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 <sup>3</sup>["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.

4["Note: The provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Government and such requirements are complied with by the Government companies."]

**Note :**

1. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

**Amendments**

1. Substituted by Notification Dated 5th July, 2017.

In Schedule IV (i) in paragraph III, in sub-para (12), for the words "acting within his authority", the words "act within their authority" shall be substituted;

2. Substituted by Notification Dated 5th July, 2017.

In paragraph VI, sub-para (2), for the words " a period of not more than one hundred and eighty days", the words "three months" shall be substituted;

3. Substituted by Notification Dated 5th July, 2017.

In paragraph VII, in sub-para (1), for the words "in a year", the words "in a financial year" shall be substituted;

4. Inserted by Notification Dated 5th July, 2017.

