

GLOBAL SURFACES LIMITED

Regd. Office: PA-10-006 Engineering and Related Indus Sez, Mahindra World City Teh-Sanganer RJ 302037 IN

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TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Date: __, 20__

[Name and Address of Independent Director]

SUB: APPOINTMENT AS NON-EXECUTIVE (INDEPENDENT DIRECTOR)

I am pleased to confirm that the Board of the Company, on the recommendation of its nomination committee, has appointed you as a Non-Executive (Independent Director). I am writing to set out the terms of the appointment. Please note that this is a contract for services and is not a contract of employment.

Duration of Appointment

Your appointment as Independent Director of the Company to hold office for a term of 5 (Five) years commencing from __, 20__ and you shall not be liable to retire by rotation, contingent on the appointment not otherwise terminating in accordance with the Company's constitution or by law.

Role of the Board

The board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regard to its role the Board directs, and supervises the management of, the business and affairs of the Company including, in particular:

- ensuring that the Company's goals are clearly established, and that strategies are in place for achieving them;
- establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- monitoring the performance of management;
- appointing the chief executive officer, setting the terms of their employment agreement and, where necessary, terminating their employment.
- deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company's financial statements are true and fair and otherwise conform with law;
- ensuring that the Company adheres to high standards of ethics and corporate behaviour; and

- ensuring that the Company has appropriate risk management/regulatory compliance policies in place. In the normal course of events, day to day management of the company is left to management.

All Directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

Timing and Location of Board Meetings, and Time Commitment

The Board normally meets to discuss the quarterly and annual results of the company holds additional meetings as the occasion requires. Meetings usually take place at the Company's Registered office situated at PA-10-006 Engineering and Related Indus Sez, Mahindra World City Teh- Sanganer RJ 302037 IN.

In addition to routine Board meetings, you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

Remuneration

The Non-Executive Director shall be entitled to sitting fees and out of pocket expenses incurred for attending the Board and committee meeting is as decided by the Board and permissible under the Companies Act/Listing Agreement / other applicable laws as the case may be.

The Company will reimburse you for all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

Committee Involvement

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present standing committees are the Audit, CSR, Shareholder and Investor Grievance and nomination & Remuneration.

Board and Individual Director Evaluation Processes

The performances of the Board as a whole, its committees and individual Directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Board as soon as appropriate.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. Please contact the Company Secretary as soon as possible to arrange for your interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interest's register is tabled at each directors' meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

Shareholdings by Directors in the Company

Directors are encouraged to hold shares in the Company. When buying or selling shares directors are expected to strictly observe the provisions of the Company's constitution, the Company's own internal rules and all relevant legislative and regulatory procedures including, in particular, Stock Exchange listing requirements.

Induction and Development Processes

As soon as practicable the Company will provide a comprehensive induction programme aimed at broadening your understanding of the Company, its business, and the environment and markets in which it operates. As part of the programme, you will meet key management and receive a folder of essential board and company information.

All directors are expected to remain current on how to best discharge their responsibilities as directors of the Company including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely

For Global Surfaces Limited

(Name)

(Designation)