



Brief profile of Independent Director , Terms and conditions of appointment

Brief Profile

SURESH HARJIVANDAS PATEL

Suresh Harjivandas patel is a non –executive Independent Director of the company. He joined the company in 2010. Mr Suresh Harjivandas Patel is an acumen business man and having the wide experience of business development. A vision to lead the business in an ethical way helps the company to lead in the better corporate governance. He played a active role in Jyoti Resins And Adhesives Ltd journey to become one of the leading players in Wood Adhesives sector and other business globally.

PRAFULKUMAR CHHAGANLAL PATEL

Prafulkumar Chhaganlal Patel is a non –executive Independent Director of the company. He joined the company in 2014. Mr. Prafulkumar Chhaganlal is the renowned person and having the high moral value. He is persistently known for the honestly and leading the business in the transparent and ethical way.

Terms and Conditions of Appointment

1. Terms of Appointment: - Appointment of Suresh Harjivandas Patel and Prafulkumar Chhaganlal Patel as an Independent Director (Additional Director) on the Board of the Company for a period of five years with effect from 23 December 2016, subject to approval of the members at the next General Meeting
2. Duties: - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013
3. Expectation of the Board from the appointed directors. As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.
4. Code of Business Ethics: - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.
5. Remuneration: - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.