



INDUSTRIES LIMITED
(Formerly known as DOMS INDUSTRIES PVT. LTD.)

Date: DD/MM/YYYY

Name of the Independent Director

Address of the Independent Director

Subject: Letter of Appointment as Non-Executive Independent Director

Dear Sir/ Madam,

We are pleased to inform you that upon the approval of Board of Directors of our Company, in the meeting held on DD/MM/YYYY, you have been appointed as an Independent Director on the Board of the Company with effect from DD/MM/YYYY.

The Terms & Conditions of your appointment are as under:

Terms of office

In accordance with the provisions of the applicable provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws, your appointment as a Non-Executive Independent Director on the Board of DOMS Industries Limited has been approved by the Shareholders at the meeting of the shareholders held on DD/MM/YYYY for a term commencing on DD/MM/YYYY for a period of five years until DD/MM/YYYY. You shall not be liable to retire by rotation as per relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Committees

The Board of Directors (the Board) may, as agreed at the Board Meeting and subject to your confirmation, invite you to serve on one or more of the Board Committees. Your appointment on such Committee will be subject to applicable regulations and charter of the respective committee. Currently, the Board has nominated you to the following committees:

- _____
- _____

Time Commitment

The Company and the Board look forward to your independent view to the Board's discussions. As an Independent Director, your experience and leadership shall provide the Board with effective inputs in relation to the Company's strategy, performance, risk management, financial management and corporate governance. Our Board meets at least four times each financial year. Other Committees like Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility are convened as may be decided from time to time for such minimum times as may be prescribed under Applicable Laws. We shall appreciate your regular attendance for Board Meeting and Board Committees to which you are appointed as a Member or required to attend as an Invitee, and at the Shareholders Meetings.

Fiduciary Duty

As an Independent Director of the Company you shall act in accordance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and in accordance with the Articles of Association of the Company. Your roles, responsibilities and duties are mentioned below:

Registered Office:

J-19, Opp. Telephone Exchange,
G.I.D.C., Umbargaon- 396171,
Dist. Valsad, Gujarat, India.

Website:

www.domsindia.com

Corporate Office:

Plot No. 117, G.I.D.C., 52, Hector Expansion
Area, Umbargaon- 396171,
Dist. Valsad, Gujarat, India.

Tel: (+91) 7434888445 / 446

E-mail: info@domsindia.com

Mumbai Office:

17th Floor, C-Wing, Kailas Business Park,
Hiranandani Link Road, Vikhroli (W)
Mumbai- 400079, Maharashtra, India.

Tel: (+91) 7069028500 / 600

Email: asst.admin@domsindia.com



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- Act in good faith in order to promote the objects of the Company;
- Work in the best interests of the Company, its employees, the shareholders, the community and the society at large;
- Exercise independent judgment while discharging its duties and responsibilities;
- Undertake decision making with due and reasonable care, skill and diligence;
- Ensure that there is no direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company;
- Not achieve or attempt to achieve any undue gain or advantage either for yourself or to your relatives, partners, or associates;
- You are required to abide to the provisions of Code of Conduct for Independent Directors as provided in Schedule IV of Companies Act, 2013 and the Code of conduct of the Company; and
- You shall not assign the office of Director.

Independent Meeting

Our Independent Directors are encouraged to hold and attend one meeting of the Independent Directors in a year, without the presence of Non-Independent Directors with the objective of reviewing the performance of Non-Independent Directors and the Board as a whole.

Remuneration

You shall be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time. This remuneration shall be linked to your presence at the Board and Committee meetings. The current proposed remuneration is mentioned below:

- Sitting Fee for attending each of the meeting of the Board of Directors: ₹ _____
- Sitting Fee for attending each of the meeting of the Committee of the Board: ₹ _____

In addition to the remuneration described above, the Company shall reimburse you the traveling, hotel, out of pocket and other incidental expenses incurred by you in performance of your roles and duties as the Independent Director of the Company.

Familiarisation & Training

The Company has developed an Independent Director Familiarisation program. The purpose of this program is to facilitate independent directors in the performance of their duties and responsibilities., The Company shall through its executive directors / senior management personnel conduct programs/ presentations to familiarize the existing directors as well as new directors with the governing documents, policies, strategy, operations and other functions and financial information of the Company. The Company shall also from time to time provide you with suitable sessions to familiarize with the Company, including briefing from the management, nature of the industry in which the Company operates, business model of the Company, etc.

Directors and Officers Insurance

Our Company, in due course, intends to obtain a Directors and Officers (D & O) Insurance policy which would cover personal liability claim made against the directors including our Independent Directors while serving on the Board of the Company.

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Confidentiality

As a member of the Board of the Company, you shall obtain confidential information concerning the Company, our subsidiaries and associates. We expect you to maintain a high standard of confidentiality and not disclose any confidential information to anyone during the course of your appointment as an Independent Director as well post termination.

Resignation

You may resign any time from the position of Non-Executive Independent Director by a written notice stating the detailed reasons for your resignation along with a confirmation that there is no other material reason other than those provided. It is desirable that you inform the Chairperson in advance of your intention to resign or not to seek re-appointment which will help the Company to fill the vacancy.

Applicable Law

This Appointment Letter has been issued based on the Companies Act 2013 and the rules therein; and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and rules therein. The terms of this appointment letter are based on these laws and rules therein prevalent at the time of your appointment. Any change in the above shall automatically entail changes in the terms and conditions of the appointment letter.

Governing Law

This appointment letter along with its terms is governed by and will be interpreted in accordance with Indian Law and shall be subject to the jurisdiction of the Indian Courts.

We request you to please confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

We look forward to your continued support in ensuring the Company is run with the highest degree of efficiency and governance at the Board level. Once again, on behalf of the entire DOMS Family, we welcome you on Board!

Your sincerely,

For DOMS Industries Limited

Santosh Raveshia
Managing Director

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signature: _____

Place: _____

Name: _____

Date: _____

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