SIGMA SUPER WIRES & CABLES

AN ISO 9001: 2015
CERTIFIED COMPANY

JIGAR CABLES LIMITED
Registered & Corporate Office
Plot No. 164/14 & 15, Jamwadi,
GIDC-2, Gondal-360311
Dist. Rajkot, (Gujarat) INDIA
Tel: + 91 2825 221422
Web: www.sigmacab.com
E-Mail: info@sigmacab.com
CIN No.L28999GJ2017PLC095651

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF JIGAR CABLES LIMITED

1. INTRODUCTION

The terms and conditions of appointment of Independent Directors of Jigar Cables Limited ("the Company") shall be governed by the applicable provisions of the Companies Act, 2013 ("the Act"), the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and other applicable laws.

These terms and conditions shall be read along with the appointment letter issued to the respective Independent Director, the Articles of Association of the Company and the policies and codes adopted by the Company, as applicable.

2. APPOINTMENT AND TENURE

The appointment of an Independent Director shall be made in accordance with Sections 149 and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 25 of the SEBI LODR Regulations, as applicable.

An Independent Director shall hold office for the term specified in the appointment letter and approved by the shareholders, wherever required under applicable law.

An Independent Director shall not hold office for more than two consecutive terms of up to five years each. Reappointment shall be subject to the requisite approvals and compliance with the applicable provisions of the Act and SEBI LODR Regulations. Upon completion of two consecutive terms, the Independent Director shall be eligible for reappointment only after the prescribed cooling-off period of three years, subject to applicable law.

The appointment shall be subject to the Director satisfying the applicable eligibility, independence and other statutory requirements throughout the tenure.

3. BOARD AND COMMITTEE MEMBERSHIP

The Board of Directors may appoint an Independent Director as a member or Chairperson of one or more Board Committees, as considered appropriate and in accordance with applicable law.
The Independent Director shall attend meetings of the Board and the Committees of which he or she is a member and shall endeavour to attend the general meetings of the Company.

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The Independent Director shall devote sufficient time and attention to the affairs of the Company and discharge the responsibilities associated with the office effectively.

4. ROLE, DUTIES AND RESPONSIBILITIES

The role, duties and responsibilities of an Independent Director shall be governed by Section 149(8), Section 166, Schedule IV of the Act and Regulation 25 of the SEBI LODR Regulations, as applicable.

A. Role and functions

The Independent Director shall:

1. Bring independent judgement to the deliberations of the Board, particularly on matters relating to strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view to the evaluation of the performance of the Board and management.
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy himself or herself regarding the integrity of financial information and the adequacy of financial controls and risk management systems.
5. Safeguard the interests of all stakeholders, particularly minority shareholders.
6. Balance the legitimate interests of different stakeholders while acting in the best interests of the Company.
7. Participate in decisions relating to executive remuneration, key managerial personnel and senior management, and appointments or removals, as appropriate to the Director's role and applicable law.
8. Moderate and arbitrate, where necessary, in situations of conflict between management and shareholders' interests.

B. Duties

The Independent Director shall:

1. Undertake appropriate induction and regularly update his or her skills, knowledge and familiarity with the Company.
2. Seek appropriate clarification or amplification of information and, where necessary, obtain professional advice or opinions from external experts at the expense of the Company, subject to applicable procedures.
3. Strive to attend all meetings of the Board and the Committees of which he or she is a member.
4. Participate constructively and actively in Board and Committee deliberations.
5. Endeavour to attend general meetings of the Company.
6. Ensure that concerns regarding the functioning of the Company or proposed actions are appropriately raised with the Board and, where unresolved, insist that such concerns are recorded in the minutes.

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7. Keep himself or herself adequately informed about the Company and its operating environment.
8. Not unfairly obstruct the functioning of the Board or any Board Committee.
9. Pay sufficient attention to and ensure adequate deliberation before approving related-party transactions, and satisfy himself or herself that such transactions are in the interests of the Company.
10. Satisfy himself or herself that the Company has an adequate and functional vigil mechanism and that persons using such mechanism are not prejudiced on account of such use.
11. Report concerns regarding unethical behaviour, actual or suspected fraud, or violations of the Company's code of conduct or ethics policy.
12. Act within the authority conferred upon him or her to protect the legitimate interests of the Company, its shareholders and employees.
13. Comply with the duties and responsibilities prescribed under Schedule IV of the Act and other applicable laws.

In addition to the above requirements, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time.

5. STATUS OF APPOINTMENT AND REMUNERATION

The Independent Director shall be a non-executive director and shall not be an employee of the Company. The appointment shall not constitute a contract of employment.

The Independent Director shall be entitled to sitting fees for attending meetings of the Board and its Committees, reimbursement of eligible expenses and such other remuneration, including commission, if applicable, as may be approved and paid in accordance with the Act, the rules made thereunder, SEBI LODR Regulations and other applicable laws.

The remuneration payable shall be subject to applicable statutory limits and approvals.

6. REIMBURSEMENT OF EXPENSES

The Company shall reimburse reasonable and properly documented travel, accommodation and other incidental expenses incurred by the Independent Director in connection with the discharge of official duties on behalf of the Company, in accordance with the Company's applicable policies and procedures.

7. CONFLICT OF INTEREST

An Independent Director may have business interests or other directorships apart from his or her association with the Company. The Director shall disclose such interests and other

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relevant information to the Company in the prescribed manner and within the time stipulated under applicable law.
The Independent Director shall promptly inform the Board or the Company of any actual, potential or perceived conflict of interest, or any change in circumstances that may affect his or her independence.
The Independent Director shall abstain from participating in deliberations or voting on matters in which he or she is interested, wherever required under applicable law.

8. CONFIDENTIALITY AND INSIDER TRADING

The Independent Director shall maintain the confidentiality of all confidential, proprietary and non-public information obtained during the course of the appointment and shall not disclose or misuse such information except where disclosure is authorised or required or permitted under applicable law.

The Independent Director shall comply with the applicable provisions relating to insider trading, including the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Conduct for Prevention of Insider Trading.

The Director shall not communicate, provide or allow access to unpublished price sensitive information except in accordance with applicable law and the Company's policies.
These obligations shall continue after cessation of the appointment, to the extent applicable.

9. PERFORMANCE EVALUATION

The performance of the Board, its Committees and individual Directors shall be evaluated annually in accordance with Section 178(2), Schedule IV of the Act, Regulation 17(10) and other applicable provisions of the SEBI LODR Regulations.

The performance evaluation of Independent Directors shall be carried out in accordance with the applicable statutory requirements. The outcome of such evaluation may be considered for reappointment, subject to applicable law and the requisite approvals.

10. DISCLOSURE OF INTEREST AND DECLARATION OF INDEPENDENCE

The Independent Director shall promptly inform the Company of any change in directorships, interests, circumstances or other particulars requiring disclosure under applicable law.

The Independent Director shall provide the necessary declarations and disclosures, including the declaration of independence under Section 149(7) of the Act, at the time of appointment and whenever required under applicable law.

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The Director shall immediately inform the Board if any circumstances arise that may affect his or her status as an Independent Director.

The Independent Director shall comply with the requirements relating to disclosure of interests in contracts or arrangements under the Act and the rules made thereunder.

11. CODE OF CONDUCT

During the tenure of appointment, the Independent Director shall comply with Schedule IV of the Act, the Company's code of conduct for Directors and Senior Management, and all other applicable policies, codes and procedures adopted by the Company, as amended from time to time.

The Independent Director shall also comply with applicable laws and regulatory requirements relevant to the office of a director of a listed company.

12. FAMILIARISATION PROGRAMME

The Company shall provide an appropriate familiarisation programme to Independent Directors to enable them to understand the Company's business, operations, industry, risks, financial position, governance framework and other relevant matters, in accordance with applicable law.
The Independent Director shall participate in such programmes and other training or familiarisation initiatives as may be reasonably required.

13. TERMINATION, RESIGNATION AND CESSATION

The appointment of an Independent Director shall cease in accordance with the applicable provisions of the Act, the rules made thereunder, the SEBI LODR Regulations and other applicable laws.

An Independent Director may resign from office by giving notice in writing to the Company in accordance with Section 168 of the Act. The resignation shall take effect in accordance with the applicable statutory provisions.

The office of an Independent Director may become vacant or the Director may be removed only in accordance with applicable law, including the provisions relating to disqualification, vacation of office and removal of directors.

Any breach of the Company's applicable code of conduct or other legal obligations may be dealt with in accordance with applicable law and the Company's governance framework.

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14. CO-OPERATION

In the event of any claim, inquiry, investigation or litigation relating to the period of appointment, the Independent Director shall provide reasonable co-operation and assistance to the Company, subject to applicable law, professional obligations and the Director's legal rights.

Nothing in this clause shall require the Independent Director to waive any legal privilege or disclose information where such disclosure is prohibited by law.

15. GOVERNING LAW

These terms and conditions shall be governed by and interpreted in accordance with the laws of India.

Any dispute arising in connection with these terms and conditions shall be subject to the jurisdiction of the competent courts and tribunals in accordance with applicable law.

16. AMENDMENTS

These terms and conditions shall be read subject to the Act, the rules made thereunder, the SEBI LODR Regulations and other applicable laws, as amended from time to time.

In the event of any inconsistency between these terms and conditions and applicable law, the applicable law shall prevail. The Company may revise these terms and conditions from time to time to reflect changes in applicable laws or the Company's governance requirements.

17. WEBSITE DISCLOSURE

The terms and conditions of appointment of Independent Directors shall be made available on the Company's website in accordance with Regulation 46 of the SEBI LODR Regulations, as applicable.

Last Updated: November 06, 2026