

PROLIFIC RESOLUTION PRIVATE LIMITED
CIN: U74999RJ2019PTC064522

Terms and Conditions for appointment as an Independent Director

Dear [Name],

We are pleased to inform you that the shareholders have approved your appointment as an Independent Director at the **[Annual/Extraordinary General Meeting]** held on **[Date]**. Your appointment was earlier recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. This appointment is made pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws.

Your appointment is subject to the following terms and conditions:

1. Term of Appointment

Your appointment is for a period of **[X]** years commencing from **[Date]**, subject to compliance with applicable regulations. You shall not be liable to retire by rotation.

2. Role, Duties, and Responsibilities

As an Independent Director, your responsibilities include but are not limited to:

- Upholding ethical standards of integrity and probity.
- Exercising independent judgment in decision-making.
- Participating in Board and Committee meetings and contributing to strategic discussions.
- Acting in accordance with the Articles of Association of the Company and the applicable laws.
- Safeguarding the interests of all stakeholders, particularly minority shareholders.
- Complying with duties outlined under Section 166 and Schedule IV of the Companies Act, 2013.
- Adhering to the Company's Code of Ethics and Business Principles.

3. Remuneration

You shall be entitled to:

- Sitting fees for attending Board and Committee meetings, as approved by the Board.
- Reimbursement of expenses incurred for participation in Board meetings.

Registered Office: Second Floor, Shop No. 35, Sector-6, Near Hotel Deep, Malviya Nagar, Jaipur-302017

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- Profit-related commission, if applicable, subject to shareholder approval.
- No entitlement to stock options.

4. Board Committees

You may be appointed to various Board Committees, as deemed necessary by the Board.

5. Confidentiality and Non-Disclosure

You shall:

- Maintain confidentiality of all proprietary information acquired during tenure.
- Not disclose any unpublished price-sensitive information.
- Adhere to the Company's Code of Conduct and Insider Trading Policy.

6. Independence and Conflict of Interest

You shall:

- Declare any conflicts of interest promptly.
- Ensure continued compliance with independence criteria as per applicable laws.
- Annually submit a declaration confirming your independence as required under the Companies Act, 2013, and SEBI regulations.
- Ensure that you do not exceed the prescribed limit of directorships as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. Performance Evaluation

Your performance shall be evaluated periodically as per the evaluation policy of the Company.

8. Resignation and Termination

- You may resign by giving a written notice to the Board.
- Your appointment may be terminated in accordance with applicable laws or for non-compliance with duties and responsibilities.

9. Directors' and Officers' Liability Insurance

The Company shall assume and maintain a cover throughout your term of appointment.

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10. Re-appointment or extension

Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to the performance evaluation carried out by the Board.

We request you to kindly confirm your acceptance of this appointment by signing and returning a copy of this letter.

Yours sincerely,

For Prolific Resolution Private Limited

[Authorized Signatory]

[Designation]

Acknowledgment and Acceptance

I, [Name], have read and understood the above terms and conditions and agree to abide by them during my tenure as an Independent Director of **Prolific Resolution Private Limited**

Signature: _____

Date: _____