S J Logistics (India) Limited

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Version	Effective Date	Review Date	Prepared By	Reviewed By	Approved By
1.0	September 02, 2023	September 02, 2023	Secretarial Team	Jeet Shah, Director	Board of Directors
2.0	June 11, 2026	June 11, 2026	Secretarial Team	Jeet Shah, Director	Board of Directors

CONTENT

1. INTRODUCTION

S J Logistics (India) Limited ("**Company**") has adopted Terms and Conditions of Appointment of Independent Directors ("**T&C**") in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Applicable Laws. The appointment of Independent Directors plays a crucial role in ensuring independent oversight, strategic guidance, and effective decision-making within the Company.

2. DEFINITIONS

"Act" means the Companies Act, 2013, together with the rules notified there under, including any statutory modifications or re-enactments thereof for the time being in force.

"Applicable Laws" means any other relevant laws, circulars, regulations, rule as may be amended from time to time**.**

"Board of Directors" or "Board" means the collective body of the directors of the Company

"Independent Director" or "ID" means a director appointed in accordance with the Section 149(6) of the Companies Act, 2013 and any amendments thereto.

"SEBI Regulations" or "Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

All terms defined herein shall have the same meaning whether used in the singular or plural form, unless the context clearly requires otherwise.

3. PURPOSE

The purpose of these T&C is to define the scope of their roles, responsibilities, and expectations while ensuring compliance with regulation 25 of SEBI Regulation and Schedule IV of the Act. This T&C aims to provide clarity on their duties, tenure, remuneration, and evaluation process, enabling them to contribute effectively to the Company's strategic direction, risk management, and ethical decision-making.

4. TERMS AND CONDITIONS

A. Appointment:

The appointment as an ID on the Board will be effective from <date of appointment>, for a period of <terms of appointment>.

The Board may, if it deems fit, invite ID for being appointed on one or more existing Board committees or any such committee that is set up in the future. The appointment on such committee(s) will be subject to Applicable Laws.

B. Expectations, Roles, Functions and Duties:

i. ID is expected to provide an unbiased and independent perspective in Board discussions, this role includes contributing to the Company's strategy, evaluating its performance, and overseeing risk management. ID should also ensure that the Company follows the Act, Regulations, Applicable Laws, Company's policies, and its charter documents while fulfilling the responsibilities.

ii. The role, functions and duties of ID will be as provided under section 149(8) read with schedule IV of the Act, including in relation to attendance of meetings, maintenance of confidentiality, safeguarding the interests of the stakeholders, bringing objective judgement, etc.

C. Remuneration and Reimbursement of Expenses:

i. The sitting fees for attending each meeting of the Board and its committee(s) as may be determined by the Board from time to time;

ii. Remuneration as determined by the Board, from time to time, which will be payable upon the adoption of financial statements of the Company for the relevant financial year.

iii. Additionally, ID will be entitled to reimbursement of expenses incurred in connection with the attending of Board meetings, Board committee(s) meetings, if any and general meetings.

D. Conflict of Interest:

It is accepted and acknowledged that ID may have business interests other than those of the Company. As a condition precedent to commencement of the appointment, ID is required to declare to the Company any such directorships, appointments and interests to the Board. Thereafter, ID is required to declare to the Company whenever there is any change in the circumstances which may affect the status as an ID in the Company.

E. Other Terms and Conditions:

i. The performance of an ID will be evaluated as per the requirements of the Act and the and SEBI Regulations.

ii. Termination and Re-Appointment:

(i) The Board may remove the ID or ID may resign from the position at any time by serving a reasonable written notice to the Board stating out the reason for resignation. Further, appointment of ID may be terminated in accordance with the Act.

(ii) The re-appointment of ID shall be on the basis on the report of performance evaluation.

iii. Confidentiality

(i) All information in relation to the Company acquired by ID during the appointment and tenure is confidential and should not be disclosed to any third-party unless required by law.

(ii) ID is subject to and bound by the prohibition and restrictions against insider trading and disclosure of unpublished price sensitive information, as prescribed under the Company's Insider Rules 2023 ("**Insider Rules**") and the regulations issued by the Securities and Exchange Board of India ("**SEBI**"). ID should strictly abide by Insider Rules for prevention of insider trading of the Company under SEBI Regulations.

iv. The ID will be responsible for any breach of duties, any wrongdoing or negligence that happened with their knowledge by involvement in Board decisions, consent or failure to act responsibly and any other case maybe. In such cases, they will face the consequences as per law.

5. LIMITATIONS AND AMENDMENTS:

The Board of Directors shall have the right to withdraw and / or amend any part of this T&C or the entire T&C, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In the event of any conflict between the provisions of this T&C and of the Act, SEBI Regulations, Applicable Law, the latter shall prevail and automatically apply to these T&C. The relevant provisions of the T&C will be amended or modified accordingly to ensure compliance with the law.

Note:

The Board of Directors (the "Board") at its Meeting held on 02nd September 2023 approved the T&C to appoint ID and is effective from 02nd September 2023.

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