Bright Brothers Limited
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Independent Directors

A. Terms and conditions of appointment:

The terms of appointment of Independent Director is subject to the extant provisions of the applicable laws, including the Companies Act, 2013 and the rules made thereunder:

1. **Appointment:** In accordance with the provisions of the Companies Act, 2013 the Independent Director shall be appointed for a maximum term of 5 years. The term shall not be more than 2 consecutive. During period, the Independent Director will not be subject to retirement by rotation.

2. **Sitting fees and Commission:** The Independent Director will be paid for sitting fees for attending the meetings of the Board and Committees and any incidental expenditure incurred by you for attending the meetings will be reimbursed. Further, commission on profit as may be decided by the Board of Directors, subject to shareholders approval will be paid from time to time.

3. **Member of Committee Meetings:** The Board of Directors may nominate the Independent Director on one or more committees of the Board.

4. **Role and duties:**
   a. The role and duties as prescribed under the SEBI (Listing Obligations and Disclosure Requirements), 2015, Companies Act, 2013 and the relevant Rules made thereunder would be applicable.
   b. The Independent Director shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
   c. The Independent Director shall follow the Company's "Code for Prevention of Insider Trading" on insider information and the requirement under the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015, which *inter-alia* requires that price-sensitive information of the Company shall not be used or transmitted and it is maintained securely.
   d. All information acquired by the Independent Director during the term should be treated as confidential and should not be released, either during the tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman & Managing Director of the Company unless such disclosure be required by

any governmental, statutory and regulatory authority established under the laws for the time being in force.

5. Termination:

The office of the Independent Director may be terminated in case of breach of the terms and conditions of appointment. Further, the Independent Director may resign from service at any time by giving a reasonable written notice to the Board.

B. Remuneration policy for Non-Executive Directors:

Non-Executive Directors of a Company's Board of Directors add substantial value to the company through their contribution to the Management of the Company. The remuneration payable to the Non-Executive Directors is as follows:

Name of the Director	Board Meeting (Rs.)	Audit Committee Meeting (Rs.)	Stakeholders Relationship Committee Meeting (Rs.)	Nomination and Remuneration Committee Meeting (Rs.)	Total (Rs.)
Mr. Anil Kumar Bhandari	20,000	10,000	1,000	1,000	32,000
Mr. K. Viswanath	20,000	10,000	---	1,000	31,000
Mr. Indru Advani	20,000	10,000	1,000	1,000	32,000

Further, commission on profit as may be decided by the Board of Directors, subject to shareholders approval will be paid from time to time.

C. Familiarisation programme:

As per the provisions of Regulations 25(7) and 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the independent directors with the nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities in the Company,

etc., through various programmes and the details of such familiarisation programmes shall be disseminated on the website of the Company.

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. The appointment letter issued to Independent Directors, inter-alia, sets out the terms and conditions of appointment.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given relevant documents for enabling them to have a good insight of the Company's operations. Further, they meet without the presence of the Company's management to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman of the Board.

D. Disclosure of details of Familiarisation Programmes imparted to Independent Directors pursuant to Regulation 46 of SEBI Listing Regulations, 2015:

Since the financial year 2014-15, the Independent Directors spend around 8 to 9 hours on annual basis in such familiarization programmes.