PUREARTH

May 20, 2024

Ms. Chitra Gouri Lal
C-5 Sector-26 Noida,
Uttar Pradesh-201301

Sub: Appointment as an Independent Non-Executive Director

Dear Madam,

We are pleased to inform you that the Board of Directors of the Company in its meeting held on May 13, 2024 has appointed you as an Independent Non-Executive Director of the Company in terms of Section 149 of the Companies Act, 2013 subject to the approval of shareholders at the forthcoming General Meeting of the Company, on the following terms and conditions:

a. Term of appointment;

You shall hold office as an Independent Non-Executive Director for a period of 5 (five) years commencing May 13, 2024 till May 12, 2029.

b. Expectations of the Board

As an Independent Non-Executive Director, you hold position of trust and owe following fiduciary duties to the company and to its stakeholders:

1) to act without conflict of interest.
2) not be influenced by any benefit or personal interest in the course of your dealings on behalf or with the Company and dealing with the same on arms' length basis. As an Independent Director you must critically review conflict of interest transaction.
3) to take informed decisions.
4) to attend all Board, Committee Meetings, exercise due care and diligence in overseeing the management of the business of the company.
5) keep yourself abreast of all material information before making the decision.
6) Act in good faith – to ensure that all due process are followed to arrive at decisions which are in the best interest of the company.

The detailed Role, functions and duties as envisaged in Schedule IV of the Companies Act, 2013 are enclosed in Annexure-A herewith for your kind perusal and adherence thereto.

c. **Code of Conduct**

You shall observe the Code for Independent Directors as given in Schedule IV of the Companies Act, 2013.

d. **Fee**

You will be paid sitting fee as fixed by the Board / shareholders of the Company, from time to time, for attending the meetings of the Board of Directors and Committees thereof and reimbursement of out of pocket expenses incurred for attending such meetings.

e. **Directors and Officers Insurance**

You are covered under the provisions of Directors and Officers (D and O) Liability Policy insurance as per policy taken by the Company.

The above terms of appointment are only indicative and the Board of Directors has power to amend / modify the same, from time to time, as per the needs of the Company or as warranted by any changes in the Companies Act 2013 and applicable Rules.

(Kindly return the duplicate copy of this letter duly signed in token of your acceptance of the terms and conditions stipulated herein.)

Sincerely,

For Purearth Infrastructure Limited

Sumant Bharat Ram
Whole Time Director
DIN: 00052833

I accept appointment letter on the terms and conditions mentioned above.

Chitra Gouri Lal
Date: 30.05.2024

Annexure A

CODE OF INDEPENDENT DIRECTORS

Role and functions, Duties under Schedule IV of the Companies Act, 2013

I. GUIDELINES OF PROFESSIONAL CONDUCT

An independent director shall:

(1) uphold ethical standards of integrity and probity;

(2) act objectively and constructively while exercising his duties;

(3) exercise his responsibilities in a bona fide manner in the interest of the company;

(4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;

(5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

(6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(7) refrain from any action that would lead to loss of his independence;

(8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

(9) assist the company in implementing the best corporate governance practices.

II. ROLE AND FUNCTIONS

The independent directors shall:

(1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(2) bring an objective view in the evaluation of the performance of board and management;

(3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

(4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

(5) safeguard the interests of all stakeholders, particularly the minority shareholders;

(6) balance the conflicting interest of the stakeholders;

(7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

(8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. DUTIES

The independent directors shall--

(1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

(3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

(4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(5) strive to attend the general meetings of the company;

(6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) keep themselves well informed about the company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

(10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. SEPARATE MEETINGS

(1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;

(2) All the independent directors of the company shall strive to be present at such meeting;

(3) The meeting shall:

(a) review the performance of non-independent directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

V. Evaluation mechanism

(1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.