

**TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTOR
WESTERN MINISTIL LIMITED**

(Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date: _____

To,
Mr./Ms. _____

Address: _____

Subject: Appointment as Independent Director of Western Ministil Limited

Dear Sir/Madam,

We are pleased to inform you that the Board of Directors and the shareholders of Western Ministil Limited (“Company”) have approved your appointment as an Independent Director of the Company pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

1. APPOINTMENT

Your appointment as an Independent Director of the Company shall be for a term of _____ consecutive years commencing from _____ up to _____.

2. ROLE, DUTIES AND RESPONSIBILITIES

You shall perform your fiduciary duties as an Independent Director with due and reasonable care, skill and diligence and shall act in the best interests of the Company.

You shall:

- uphold ethical standards of integrity and probity;
- exercise objective independent judgment;
- safeguard the interests of all stakeholders;
- participate actively in Board and Committee meetings;
- comply with the Company’s Code of Conduct and applicable laws.

3. BOARD COMMITTEES

The Board may appoint you on one or more Committees of the Board from time to time.

4. TIME COMMITMENT

You are expected to devote sufficient time for attending Board Meetings, Committee Meetings, General Meetings and separate meetings of Independent Directors.

5. REMUNERATION

You shall be entitled to sitting fees, reimbursement of expenses and such commission as may be approved by the Board/shareholders in accordance with applicable laws.

6. PERFORMANCE EVALUATION

Your performance shall be evaluated annually in accordance with applicable provisions of the Companies Act, 2013 and SEBI LODR.

7. CONFIDENTIALITY

You shall maintain confidentiality of all Company information acquired during your tenure.

8. TERMINATION

Your directorship may be terminated in accordance with the provisions of the Companies Act, 2013, SEBI LODR and Articles of Association of the Company.

Kindly confirm your acceptance of the above terms and conditions by signing and returning the duplicate copy of this letter.

Thanking You,

For Western Ministil Limited

Name:

Designation:

ACCEPTANCE

I have read and understood the terms of my appointment as an Independent Director of Western Ministil Limited and hereby confirm my acceptance of the same.

Name of Director:

DIN:

Date:

Place: