



BIBA FASHION LIMITED

(Formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF BIBA FASHIONS LIMITED ("THE COMPANY") IN ACCORDANCE WITH THE REQUIREMENTS OF SCHEDULE IV TO THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS:

I. Appointment

The appointment shall be as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The tenure is subject to meeting the criteria for being an Independent Director at all times during the tenure, and not being disqualified to be a Director under the applicable provisions of the Act.

II. Term

Mr. Pradeep Jyoti Banerjee was appointed as an additional Independent Director in the board meeting held on March 10, 2022 and was subsequently regularized by the members at the Extra Ordinary General Meeting held on March 15, 2022. The Appointment is for a term of 5 years commencing from March 10, 2022.

Ms. Gagan Makar Singh was appointed as an additional Independent Director in the board meeting held on March 10, 2022 and was subsequently regularized by the members at the Extra Ordinary General Meeting held on March 15, 2022. The Appointment is for a term of 5 years commencing from March 10, 2022.

Mr. Saurabh Modi was appointed as an additional Independent Director in the board meeting held on March 10, 2022 and was subsequently regularized by the members at the Extra Ordinary General Meeting held on March 15, 2022. The Appointment is for a term of 5 years commencing from March 10, 2022.

In accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the terms and conditions of appointment of the Company's Independent Directors are reproduced hereunder:

- As Independent Directors, they will not be liable to retire by rotation.
- Reappointment of Independent Directors at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. Reappointment would be considered by the board based on the outcome of the performance evaluation process and independence criteria.



OTHER TERMS AND CONDITIONS

1. Committees:

- During the Appointment, the Independent Director will be required to serve on one or more of the committees of the Board, i.e., Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders' Relationship Committee or such other Committees, as the Board may decide.
- The Independent Director is an independent non-executive director. If circumstances change, and he/she believes that his/her independence will be in doubt, Independent Director should discuss the same with the Board.

2. Duties and Liabilities

The provisions of Section 166 of the Companies Act 2013, entails duties of Directors, which are as follows:

- a director of a company shall act in accordance with the articles of the company.
- a director of a company 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 interests of the company, its employees, the shareholders, the community and for the protection of environment.
- a director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- a director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- a director of a company shall devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- a director of a company shall 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;
- a director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- a director of a company shall not assign his office and any assignment so made shall be void.
- As per provisions of the Act, director shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his/her knowledge, attributable through Board processes, and with the consent or connivance of the Director or where the Director had not acted diligently.
- a director of a company shall refrain from any action that would lead to loss of his independence
- Apart from the above, they shall also fulfil the role and responsibilities as provided under SEBI LODR.



3. Code for Independent Directors

- The Company has relied on the declaration of the Independent Director that he / she meets the criteria of independence as provided in Section 149(6) of the Act as also in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- The Independent Director will be required to abide by the guidelines as to professional conduct for independent directors as set out in Section 149(8) read with Schedule IV to the Act.
- The Independent Director will be required to comply with applicable provisions of any code of conduct framed by the Board for all Board members and Senior Management of the Company under the Listing Regulations.
- Independent Director shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.
- Unless specifically authorized by the Company, Independent Directors shall not disclose Company and business information to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers.
- The provisions of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors.
- During the term of Appointment, an Independent Director shall not serve as (a) an independent director in more than the prescribed number of companies and (b) a committee member of more than the prescribed number of committees including chairmanship of such committees as per the limits set by the statute.

DISCLOSURES, OTHER DIRECTORSHIPS AND BUSINESS INTERESTS

During their term, they agree to promptly notify the Company of any change in their directorships and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their term, they agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status as an Independent Director.

TIME COMMITMENT

Independent Directors are expected to devote such time as is prudent and necessary for the proper performance of their role, duties, and responsibilities

TRAINING AND DEVELOPMENT



The Company shall conduct suitable training/familiarization sessions, inter-alia, to familiarize them with following:

- Board's roles, rights and responsibilities;
- Business model of the Company;
- Company's vision, strategic direction, core values, ethics and corporate governance practices;

PERFORMANCE APPRAISAL /EVALUATION PROCESS

The performance of Independent Directors shall be evaluated periodically, in terms of the provisions of the Act.

SEPRATE MEETINGS

- 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;
- All the independent Directors of the company shall strive to be present at such meeting
- The meeting shall:
 1. review the performance of non-independent Directors and the Board as a whole;
 2. review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;
 3. 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.

REMUNERATION/FEES

- Independent Directors are entitled to sitting fee for attending Board and committee meetings, or any other (including but not limited to profit related commission) as fixed by the Board from time to time.
- The Company shall pay or reimburse on actual basis, fair and reasonable incidental expenditure, incurred by you while performing the role as an Independent Director.

CONFIDENTIALITY

The Independent Director agrees that both during and after the term of Appointment, Independent Directors will not use for his/her own, or for another's benefit, or disclose or permit the disclosure of any confidential information relating to the Company, subsidiary or any group or associate companies of the Company, which he/she may acquire by virtue of his/her position as an independent director, including without limitation, any information about the deliberations of the Board. The restriction shall cease to apply to any confidential information which may (other than by reason of the director's breach of this term), become available to the public generally. On reasonable request, the Independent Director shall surrender any document and other materials provided by the Company.



INSURANCE

The Company has Directors' and Officers' ("D&O") liability insurance, and it is intended to maintain such cover for the full term of the Appointment.

Broadly, the policy covers the personal liability of a Director/Officer in the event of a claim or law suit alleging wrong-doing in connection with company's business, other than professional indemnity. The policy also indemnifies for judgmental errors; and covers past, present and future directors and officers of the Company on unnamed basis.

GOVERNING LAW

The Appointment and the terms are governed by the laws of India

DISENGAGEMENT

- Their directorship shall terminate or cease in accordance with law. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be. Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.
- The Independent Director can resign from their position after giving reasonable notice to the Board. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.
- The directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of their term (subject to compliance of relevant provisions of the Act and SEBI LODR) upon:
 1. Violation of any provision of the Code of Conduct as applicable to NEDs.
 2. Upon the director failing to meet the criteria for independence as envisaged in the Act or the SEBI LODR.

PUBLICATION OF THE TERMS OF APPOINTMENT

In line with the provisions of Schedule IV to the Act and Listing Regulations, the letter of appointment of independent Director / terms and conditions of the appointment of independent Director on the will be open for inspection by any member and the Company will also post the same on the Company's website <https://www.biba.in/>

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