



DRAFT LETTER OF APPOINTMENT

HEG/SECTT/2024

Shri Jayant Davar
B-5/82 Safdarjung Enclave,
New Delhi-110029

Dear Jayant Ji,

Sub: Re-appointment as an Independent Director under the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are pleased to inform you that the Board have approved your re-appointment for a second term as an Independent Director of the Company w.e.f. 14th August, 2024 upto 13th August, 2029 subject to the approval of the Shareholders in the 52nd Annual General Meeting of the Company pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

Appointment & Remuneration:

You are appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will not be an employee of the Company and this letter shall not constitute a contract of employment.

You will be paid such remuneration by way of sitting fee for attending meetings of the Board and its Committees as may be decided by the Board from time to time. The sitting fee presently paid to Non-Executive Independent Director is as under:

S.no	Type of Meeting	Amount
1.	Board Meeting	Rs. 75000/- per meeting
2.	Stakeholders Relationship Committee	Rs. 75000/- per meeting
3.	Other Board Committee(s)**	Rs. 75000/- per meeting

** No sitting fee is payable for Corporate Social Responsibility Committee Meeting.

Also, you will not be entitled to stock options under Company's Stock Option Plan. Again you will not be entitled to any compensation for loss of office.

In addition to above, you will also be entitled for reimbursement of the travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

HEG LIMITED

Corporate Office:
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel.: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
GSTN No.: 09AAACH6184K2Z6
Website: www.lnjbhilwara.com

Regd. Office:
Mandideep (Near Bhopal) Dist. Raisen - 462046
(Madhya Pradesh), India
Tel.: +91-7480-405500, 233524 to 233527
Fax: +91-7480-233522
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Board Committees:

During the tenure of office, you may be requested to serve on one or more Committees of the Board and the event of acceptance of such request(s) you will be provided with the relevant Committee's terms of reference and specific responsibilities. You are currently nominated on the following Committees of the Board, whose terms of reference have been provided to you:

S.no	Committee Position	Designation
1	Stakeholders Relationship Committee	Member

The Board may reconstitute the composition of any/all Committees from time to time and any such change shall be promptly communicated to you.

Time Commitment:

As a Non-executive Director, you are expected to devote such time as may be necessary to perform your duties as an Independent Director. You are expected to attend the meetings of the Board/Committees of the Board and of the Shareholders and to devote such time to your duties, as be appropriate to discharge your role effectively.

Role and duties:

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Regulations, which shall include inter-alia :

1. To act in accordance with the Company's Articles of Association.
2. To act in good faith in order to promote the objects of the Company in the best interests of the Company, its employees, the Shareholders and the community.
3. To discharge your duties with due and reasonable care and diligence, skill and diligence and shall exercise independent judgment.
4. Not to involve yourself in a situation in which you have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. Not to achieve or attempt to achieve any undue gain or advantage either for yourself or for your relatives, partners or associates.
6. Not to assign your office as Director and such assignment, if occurs, shall be void.

Liability:

The liability that devolves pursuant to your appointment would be as per the applicable laws and Articles of Association of the Company.

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Technology:

You may give your consent by advance notification to the Chairman or Company Secretary to participate in any meeting(s) of the Board or Committee of Directors, when necessary through video conferencing or other audio visual means, except for matters not to be so dealt with under the provisions of the Companies Act, 2013.

Conflict of Interest:

During your term, you are required to promptly notify the any change in your Directorships, appointments and interest in any manner whatsoever. In the event that your circumstances seem likely to change and could give rise to a conflict of interest or, when applicable, circumstances that lead the Board to revise its judgment on your independence, you should promptly disclose the same to both the Chairman and the Company Secretary of the Company.

Evaluation Processes:

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of the Board as a whole and the other Directors on annual basis.

Code of Conduct:

During the appointment you are required to comply with the Code of Conduct for Independent Directors as provided in Schedule IV to the Companies Act, 2013. You are also requested to give a declaration that you meet the criteria of 'independence' every financial year pursuant to the provisions of Section 149(7) of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are also required to abide by

- (a) Company's Code of Conduct for Directors and Senior Management
- (b) Company's Code of Conduct for Prevention of Insider Trading

Confidentiality:

All information acquired during your appointment is confidential to the Company and shall not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any Sock Exchange or any regulatory body. On request, you shall surrender any documents and other materials made available to you by the Company.

Independent Professional Advice:

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult as far as possible jointly with other Independent Directors, should they also choose or otherwise even for your own, independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure reasonable incurred in connection therewith.

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Availability of Directors and Officers Liability Insurance:

The Company has Directors' and Officers' liability insurance and it is intended that it will maintain such insurance cover for the full term of your appointment.

Resignation or removal:

The resignation or removal of an Independent Director shall be in the manner as provided under Sections 168 and 169 of the Companies Act, 2013.

General:

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts in India.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this letter.

Yours sincerely,
for HEG Ltd

Ravi Jhunjhunwala
Chairman, Managing Director and CEO

I have read and agree and confirm the above terms regarding my appointment as an Independent Director of HEG Limited.

Jayant Davar
(DIN: 00100801)

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