

**Date: October 22,2020**

To,  
**Mr. Vikrant Verma**  
60, Annapurna Road, Vishwakarma Nagar,  
Indore - 452001

**Subject – Your appointment as an Additional and Independent Director on the Board of Godha Cabcon & Insulation Limited**

Dear Madam,

We are pleased to inform you that the Board of Directors of the Company at its meeting held on October 22,2020, have approved your appointment as an Non Executive Additional Independent Director, subject to the approval of Members at the next Annual General Meeting of the Company, on the following terms:

**Appointment:**

You are appointed as an Independent Director (ID) of the Company in terms of provisions of Section 149(6) of the Companies Act, 2013 (the Act) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Obligations).

Your appointment in the Company shall be for an initial term of 5 (five) years effective from October 22,2020. You shall not be liable to retire by rotation.

**Expectation of the Board:**

The Board of Directors of the Company expects that you shall help in bringing an independent judgment on Board's deliberations especially on issues of strategy performance, Risk Management, Resources, Key appointments, standards of conduct as well as ensuring high standards of financial probity and corporate governance. You are also expected to observe and comply with applicable laws, the charter documents of the Company and the rules, regulations and policies of the Company, in relation to your directorship and the business of the Company.

**Chairmanship/Membership in Committees of the Board:**

You may act as a Chairperson/Member of the following Board Committee(s):

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee
- (iv) Such other Committee as the Board may constitute



The Board may reconstitute any of the Committee of the Board from time to time and appoint you as a Chairperson/Member of another Committee or appoint another Director as a member/Chairman in your place in the above Committees.

### **Roles, Functions and Duties:**

Your roles, functions and duties will be as provided under the applicable law, including the Act and in conformity with Section 149(8) read with Schedule IV and Section 166 of the Act and the Listing Obligations. Including others, the following shall also form part of your duties:

- i. Seek appropriate clarification of information, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of Company;
- ii. Strive to attend all meetings of Board and of Board Committees of which you are member;
- iii. Participate constructively and actively in Committees of Board, where appointed as member or Chairperson;
- iv. Strive to attend the General Meetings of the Company;
- v. Act within your authority, assist in protecting the legitimate interests of Company, shareholders and its employees;
- vi. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that same are in interest of Company;
- vii. Keep yourself informed about the Company and external environment where the Company operates;
- viii. Exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- ix. 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;

### **Directors and Officers insurance:**

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

### **Code of Conduct:**

You shall abide by the "Code for Independent Directors" as outlined in Schedule IV and duties and obligations of Directors as provided in the Companies Act.

### **Confidentiality:**

All information in relation to the Company acquired by you during the appointment and tenure as an ID is confidential and should not be disclosed to third parties unless required by law.

You shall be subject to and bound by the prohibition and restrictions against insider trading and disclosure of unpublished price sensitive information, as prescribed under the Act and the regulations issued by the Securities and Exchange Board of India ("SEBI"). You would have to strictly abide by



the Code of Conduct for Prevention of Insider Trading of the Company under SEBI (Prohibition of Insider Trading) Regulations, 1992 (as amended or replaced from time to time).

**Remuneration:**

You will be paid such remuneration by way of sitting fees for Meetings of the Board and its Committees as may be decided by the Board of Directors from time to time.



In addition to the remuneration as mentioned above, the Company will reimburse you for travel and hotel expenses incurred by you in the performance of your role and duties.

It will be our pleasure and honor to have your presence on the Board of Directors of the Company. We heartily welcome you on our Board. We are confident that under your guidance, the Board and the Company will benefit immensely from your rich experience.

Thank you,

Yours truly,

For Godha Cable & Insulation Limited

  
  
**Madhu Godha**  
**Director**

**DIN: 07607783**

Address: 36, Gumasta Nagar,  
Indore- 452009